

Date: January 18, 2024

To,  
The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400051  
Maharashtra, India,  
BSE Scrip Code – 973128

To,  
The Manager  
Listing Department  
National Stock Exchange of India Limited (NSE)  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex (BKC), Bandra (East)  
Mumbai – 400051,  
Maharashtra, India

**Corporate governance report for the quarter ended December 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 December 31, 2023.

**For IIFL SAMASTA FINANCE LIMITED**

Mr. Manoranjan Biswal  
Company Secretary & Chief Compliance Officer

Encl: a/a

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – **IIFL SAMASTA FINANCE LIMITED**  
 2. Quarter ending – **December 31, 2023**

<b>I. Composition of Board of Directors</b>													
Title (Mr. / Ms)	Name of the Director	PANs & DIN		Category (Chairperson/Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in Reference Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships 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 Independent Director	01-04-2014	01-04-2019	N.A.	117	08-08-1947	-	-	3	-
Mr.	Badrinarayanan Seshadri	AAWPB0237E	00507371	Non-executive Independent Director	01-04-2014	01-04-2019	N.A.	117	30-06-1970	-	-	1	-
Mr.	Ramanathan Annamalai	AEHPA1356C	02645247	Non-executive Independent Director	01-04-2014	01-04-2019	N.A.	117	25-12-1948	1	1	3	-

Ms.	Malini Benjamin Eden	AABPE0286D	00732954	Non - executive, Independent Director	26-04-2018	26-04-2018	N.A.	68.5	02-02-1960	-	-	-	-
Mr	Narayanaswamy Venkatesh	AAJPV2474Q	01018821	Executive Director, Managing Director	01-02-2004	28-06-2021	N.A.	N.A.	19-06-1975	-	-	1	-
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 December 31, 2023)**

<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)§</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	21-01-2022	-
		Mr.Narayanaswamy Venkatesh	Member, Managing Director	21-01-2022	-
		Mr.Vikraman Ampalakkat	Member, Non-executive Independent Director	21-01-2022	-
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.					

<b>III. Meeting of Board of Directors</b>					
<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"> <li>July 21,2023</li> <li>August 19, 2023</li> </ul>	<ul style="list-style-type: none"> <li>October 17, 2023</li> </ul>	Yes	6	4	58 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
<b>IV. Meeting of Committees</b>					
<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>
<b>Audit Committee:</b>					
October 17, 2023	Yes	3	2	July 21, 2023	87 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
<b>Nomination &amp; Remuneration Committee:</b>					
N.A.	N.A.	N.A.	N.A.	July 21, 2023	N.A.
<b>Stakeholders Relationship Committee:</b>					
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>CSR Committee:</b>					
N.A.	N.A.	N.A.	N.A.	N.A.	NA (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)

<b>Risk Management Committee:(If any)</b>					
October 17, 2023	Yes	3	2	July 21, 2023	87 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
*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					
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA) refer note below</b>		
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		
<b>Note:</b>					
1. 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.					
2. If status is "No" details of non-compliance may be given here.					
<b>VI. Affirmations</b>					
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b>					
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <b>Yes</b>					
a. Audit Committee					
b. Nomination & remuneration committee					
c. Stakeholders relationship committee					
d. Risk management committee					
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. - <b>Yes</b>					
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. - <b>Yes</b>					
5. The report submitted for the quarter ended December 31, 2023 shall be placed before Board of Directors at the ensuing meeting of the Board. – <b>Yes</b>					

For IIFL SAMASTA FINANCE LIMITED

**Mr. Manoranjan Biswal**  
**Company Secretary & Chief Compliance Officer**

**Place: Bangalore**

**Date: January 18, 2024**

**Note:** *Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.*