



October 21, 2022

To,
BSE Limited
First Floor, P.J. Towers,
Dalal Street, Mumbai- 400001.

Subject: Corporate Governance Report for the quarter and half year ended as on September 30, 2022

Dear Sir / Madam,

With reference to clause 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015, we hereby enclose the Corporate Governance Report for the quarter and half year ended as on September 30, 2022.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,
For IIFL Wealth Prime Limited
(formerly known as IIFL Wealth Finance Limited)

Amit Bhandari
Company Secretary & Compliance Officer

Encl: as above

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) 4875 5606

(IIFL Wealth Group)
www.iiflwealthprime.com

CIN: U65990MH1994PLC080646

1. Name of Company: **IIFL Wealth Prime Limited (Formerly Known as IIFL Wealth Finance Limited)**

2. Quarter ending: **September 30, 2022**

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category of directors	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to 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)
Mr.	Subbaraman Narayan	PAN: ABUPN5095R DIN: 00094081	Non-Executive - Independent Director	31-03-2017	31-03-2022	N.A.	66 Months	20-06-1943	4	4	5	3
Mr.	Himanshu Jain	PAN: ADQPJ2993L DIN: 02052409	Executive Director	04-10-2016	30-09-2022	N.A.	N.A.	19-04-1975	0	0	0	0
Mr.	Yatin Shah	PAN: AAMPS4225K DIN: 03231090	Executive Director	04-10-2016	-	N.A.	N.A.	27-01-1976	1	0	2	0

Mr.	Karan Bhagat	PAN: AEBPB7249 B DIN: 03247753	Non-Executive - Non - Independent Director	11-06-2020	-	N.A.	N.A.	25-04-1977	1	0	0	0
Mr.	Shantanu Rastogi	PAN: AGDPR8472 J DIN: 06732021	Non-Executive – Non - Independent Director	26-07-2016	-	N.A.	N.A.	26-03-1979	2	0	4	0
Ms.	Rekha Warriar	PAN: AAAPW192 7E DIN: 08152356	Non-Executive - Independent Director	01-08-2018	-	N.A.	47 months	26-07-1957	1	1	3	2
Whether Regular Chairperson appointed – Yes												
Whether Chairperson is related to managing director or CEO – No												

***Directorship including only equity listed company, as per Regulation 17A(1)**

II. Composition of Committee					
Name of Committee	Whether Regular Chairman appointed	Name of Committee Members	Category	Date of appointment	Date of Cession
1. Audit Committee	Yes	1. Rekha Gopal Warriar 2. Subbaraman Narayan 3. Shantanu Rastogi	1. Non-Executive - Independent Director -Chairperson 2. Non-Executive - Independent Director 3. Non -Executive Director-Non Independent Director	01-08-2018 31-03-2017 24-01-2017	
2. Nomination and Remuneration Committee	Yes	1. Subbaraman Narayan	1. Non-Executive – Independent Director	31-03-2017	

		2. Rekha Warriar	2. Non-Executive - Independent Director- Chairperson	01-08-2018	
		3. Karan Bhagat	3. Non-Executive - Non -Independent Director	11-06-2020	
3. Risk Management Committee	Yes	1. Rekha Warriar	1. Non-Executive – Independent Director- Chairperson	01-08-2018	
		2. Himanshu Jain	2. Executive Director	04-10-2016	
		3. Shantanu Rastogi	3. Non-Executive – Non- Independent Director	04-10-2016	
		4. Niraj Murarka	5. Non-Director	02-04-2016	
		5. Raghuvir Mukherji	6. Non-Director	30-01-2018	
4. Stakeholder Relationship Committee	Yes	1. Subbaraman. Narayan	1. Non-Executive – Independent Director - Chairman	27-10-2021	
		2. Yatin Shah	2. Executive Director	27-10-2021	
		3. Himanshu Jain	3. Executive Director	27-10-2021	

III. Meetings of Board of Director					
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	Maximum gap between any two consecutive
03-05-2022		Yes	5	1	-
	20-07-2022	Yes	5	2	77 days
	29-09-2022	Yes	4	2	70 days

III. Meetings of Committees					
Audit Committee					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting of the previous committee	Maximum gap between any two consecutive meetings in number of days
20-07-2022	Yes	3	2	03-05-2022	77 days
Nomination and Remuneration Committee					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting of the previous committee	Maximum gap between any two consecutive meetings in number of days
29-09-2022	Yes	2	2	03-05-2022	148 days
Risk Management Committee					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting of the previous committee	Maximum gap between any two consecutive meetings in number of days
20-07-2022	Yes	2	1	03-05-2022	77 days
Stakeholders Relationship Committee					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting of the previous committee	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	15-03-2022	N.A

V. Related Party Transaction	
Subject	Compliance Status
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholders approval taken obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Affirmations
1. The Compositions of Board of Directors is in terms of SEBI (Listing Obligations and Disclosures requirement) 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 - 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - YES

Annex- III

Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Notes		
1. Business Responsibility Report is not applicable to the Company.		

2. Mr. S. Narayan, being the chairperson of Stakeholder Relationship Committee of IIFL Wealth Prime Limited had expressed his inability to attend the 28th Annual General Meeting of the Company and had therefore authorized Ms. Rekha Warriar, Independent Director of the Company to attend the AGM on his behalf and answer the queries of security holders, if any.

Name & Designation: Amit Bhandari, Company Secretary & Compliance Officer

Annex- IV

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	14500000.00	5452226.00
KMPs or any other entity controlled by them	0.00	0.00

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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

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:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

Notes:

During the half year a loan of Rs. 1,45,00,000 (One Crore Forty five Lakh only) was given to Mr. Yatin Shah, Whole-Time Director and KMP.

ICD given to the 100% holding/ promoter company is not considered.

II. Affirmations:

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.

Name & Designation: Sanjay Wadhwa, Chief Financial Officer

For IIFL Wealth Prime Limited

(Formerly known as IIFL Wealth Finance Limited)

Amit Bhandari

Company Secretary & Compliance Officer