

April 18, 2022

**To,
General Manager
Listing Compliance Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.**

Dear Sir(s)/Madam(s),

Subject: - Submission of Certificate under Regulation 40(9) and Regulation 61(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31, 2022

Please find enclosed certificate received from M/s. J U Poojari & Associates, practising company secretaries, for the financial year ended March 31, 2022. This certificate is submitted in compliance with Regulation 40(9) and Regulation 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on record.

Thanking You,

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

Amit Bhandari
Company Secretary & Compliance Officer

J U 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 1233/ 2630 1240
Email: jupoojari@rediffmail.com

CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE YEAR ENDED 31st MARCH, 2022

On the basis of examination of the relevant documents relating to **IIFL WEALTH PRIME LIMITED**, (*Formerly: IIFL Wealth Finance Ltd.*) having CIN U65990MH1994PLC080646 (“the company”), in respect of Non-Convertible Debenture (Debentures) of the company pertaining to the period from 01st April, 2021 to 31st March, 2022 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

A) As informed to us, debentures issued by the Company / outstanding during the year ended March 31, 2022, which are listed on BSE Limited, were issued in dematerialised form and hence matters relating to issue of debenture certificates, transfers/ transmission/ transposition/ deletion of name/ sub-division (split), consolidation, renewal, exchange or endorsement of calls/ allotment monies in physical form are not applicable to the Company.

B) Any other information, if applicable: --

JAYARAM
UMESH
POOJARI

Jayaram U.POOJARI
Company Secretary
FCS: 8102 CP: 8187

Place: Mumbai

Date: 13.04.2022

UDIN: F008102D000103197