

October 26, 2016

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

Dear Sir/Madam,

Sub: Certificate by Practicing Company Secretary for the half year ended September 30, 2016 as per the Regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the Regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the certificate dated October 22, 2016 for the half year ended September 30, 2016 furnished by J. U. Poojari and Associates (“the Practicing Company Secretary”).

Kindly take the same on record and acknowledge.

Thanking you,

Yours truly,
For IIFL Wealth Finance Limited



Manoj Gujran
Company Secretary
Membership No.: ACS-22201

Encl.: As above.

J. U. POOJARI & ASSOCIATES

Company Secretaries

111, 11th floor, Sai Dwar CHSL, Sab TV Lane ,Opp. Laxmi Indl Estate,
Off Link Road, Andheri (W), Mumbai – 400 053

Tel: 022-26301232/33, Mobile: 9820373992 Email: jupoojari@rediffmail.com

25.10.2016

**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

FOR THE HALF YEAR ENDED 30th SEPTEMBER, 2016

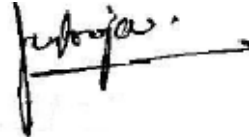
We have examined Debenture Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to IIFL Wealth Finance Ltd. (the company) maintained by the company pertaining to transfer of Secured Non-Convertible Debenture of the company for the period from 1st April, 2016 to 30th September, 2016 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 and based on the information provided by the Company, We hereby certify that:

A) As per the records made available to us there were no requests relating to transfers, sub-division (split), consolidation, renewal, exchange or endorsement of calls/allotment monies received during the period from 1st April, 2016 to 30th September, 2016.

Sr. No.	Name of Transferor	Name of Transferee	No. of Debentures	Date of transfer/transmission	ISIN	Remarks
	NIL	NIL	NIL	NIL	N.A.	N.A

B) Any other information, if applicable: ---

For J. U. Poojari & Associates



J.U.POOJARI
FCS: 8102 CP: 8187

Place: Mumbai

Date: October 22, 2016