



December 22, 2022

To, The General Manager Department of Corporate Services BSE Limited, P J Towers, Dalal Street, Fort, Mumbai – 400 001 <b>BSE Scrip Code: 542773</b>	To, Manager – Listing Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 001 <b>NSE Symbol: IIFLSEC</b>
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Dear Sir/Madam,

**Sub: Compliance report in connection with application filed for approval under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) for the proposed Scheme of Arrangement between IIFL Securities Limited and Spaisa Capital Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)**

It is hereby certified that the draft Scheme of Arrangement involving IIFL Securities Limited (“Company” or “Demerged Company”) and Spaisa Capital Limited (“Resulting Company”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (LODR) Regulations, 2015 and this circular, including the following:

Sr. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
<b>Requirements of this circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not applicable. The Scheme does not involve any unlisted entities.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. The valuation report is attached as a part of this

**IIFL Securities Limited**

Corporate Identity Number: **L99999MH1996PLC132983**

**Regd. Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604  
 Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: [secretarial@iifl.com](mailto:secretarial@iifl.com) • Website: [www.iiflsecurities.com](http://www.iiflsecurities.com)



			application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The Auditor certificate is attached as a part of this application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as applicable.

**Meghal Shah**  
Company Secretary & Compliance Officer  
Membership No. A53569



**R. Venkataraman**  
Chairman & Managing Director  
DIN: 00011919

Certified that the transactions/ accounting treatment provided in the draft Scheme of Arrangement involving IIFL Securities Limited and 5paisa Capital Limited are in compliance with all the Accounting Standards applicable to a listed entity.

**Ronak Gandhi**  
Chief Financial Officer



**R. Venkataraman**  
Chairman & Managing Director  
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