



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF IIFL FINANCE LIMITED AT ITS MEETING HELD ON WEDNESDAY, APRIL 17, 2024 AT 802, 8TH FLOOR, HUBTOWN SOLARIS, N.S. PHADKE MARG, VIJAY NAGAR, ANDHERI EAST, MUMBAI 400069 THROUGH VIDEO CONFERENCING**

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**Consideration, approval and adoption of the letter of offer in relation to the issue of shares on right basis:**

**“RESOLVED THAT** in furtherance of the resolution dated March 13, 2024 of the Board approving the proposed rights issue, the letter of offer to be sent to the existing shareholders of the Company whose names appear on the register of members of the Company/ beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date (i.e., April 23, 2024 and such shareholders of the Company, “Eligible Equity Shareholders”), eligible renounees thereof and/ or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India (“SEBI”) or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, “Applicable Laws”), on the record date set out above (the “Letter of Offer”), be and is hereby approved by the Board and adopted for filing with SEBI, BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”) and any other authorities, as the case may be, in accordance with Applicable Laws.

**RESOLVED FURTHER THAT** to give effect to the above resolution any of the Directors and/or Key Managerial Personnel of the Company, be and are hereby jointly and severally authorized to take all steps and do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the Letter of Offer with the SEBI, Stock Exchanges and any other authorities as may be required, sending rights entitlement letters, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required and issuing the Letter of Offer along with the application form to the Eligible Equity Shareholders.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to make the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, Application Form, abridged Letter of Offer, and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors’ report thereon, etc. as may be required to be included / mentioned, in compliance with all applicable provisions of SEBI ICDR Regulations, to be filed with SEBI, Stock Exchanges where the rights equity shares are listed or any other authorities, and to inter alia negotiate, authorize, approve and pay commission, fees, remuneration, expenses and/or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time.

IIFL Finance Limited

CIN No.: L67100MH1995PLC093797

Corporate Office – 802, 8<sup>th</sup> Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

Tel: (91-22) 6788 1000. Fax: (91-22) 6788 1010

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane – 400604

Tel: (91-22) 41035000. Fax: (91-22) 25806654 E-mail: [csteam@iifl.com](mailto:csteam@iifl.com) Website: [www.iifl.com](http://www.iifl.com)



**RESOLVED FURTHER THAT** the Company Secretary and Compliance Officer or any Director of the Company is authorised to certify the true copy of the aforesaid resolution and forward the same to the concerned authorities for necessary actions, if required.”

**For IIFL Finance Limited**

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**Mauli Agarwal**

**Company Secretary & Compliance Officer**

**Date: April 18, 2024**

**Place: Mumbai**

**IIFL Finance Limited**

**CIN No.: L67100MH1995PLC093797**

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