



**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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**Approval of the terms of issue including issue price:**

**“RESOLVED THAT** the price of each equity share of ₹ 2 each of the Company (the “Equity Shares”) to be offered for subscription under the rights issue of 4,23,94,270 fully paid-up Equity Shares be and is hereby fixed at ₹2 per Equity Share at a share premium of ₹298 per Equity Share fully payable on application, aggregating to ₹1271.83 crore on a rights basis to existing equity shareholders of the Company on the record date (“Eligible Equity Shareholders”) and such proposed rights issue by the Company (“Issue”), is hereby approved.

**RESOLVED FURTHER THAT** the issue of Equity Shares be made in the ratio of 1 Equity Share for every 9 fully paid-up Equity Shares held by the Eligible Equity Shareholders on the record date (“Rights Entitlement”).

**RESOLVED FURTHER THAT** the following are the terms of the Issue:

- Fractional Entitlements: The Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 1 Equity Share for every 9 Equity Shares held on the record date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 9 Equity Shares or not in the multiple of 9, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than 9 Equity Shares shall have ‘zero’ Rights Entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares over and above their Rights Entitlement. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

- Equity Shares in abeyance: The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which the Company has withheld the dividend, shall be held in abeyance and the application form along with the Rights Entitlement letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Equity Shares with regard to these cases on or prior to the closing date of the Issue, to the satisfaction of the Company, the Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder.
- Designated Stock Exchange: BSE Limited will be the designated stock exchange for this Issue.

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

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**RESOLVED FURTHER THAT** the Company Secretary and Compliance Officer is authorised to certify the true copy of the aforesaid resolutions.”

**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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