



FORM NO. MGT-11  
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

IIFL HOLDINGS LIMITED

CIN : L74999MH1995PLC093797

Registered 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, email –shareholders@iifl.com website: www.iifl.com

**TWENTY THIRD ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, JULY 31, 2018 AT 4:30 P.M.**

**Name of the member (s)** :

**Registered address** :

**E-mail ID** :

**Regd. Folio No. / Client ID DP ID** :

**No. of shares held** :

I/We, being the member (s) of ..... shares of the IIFL HOLDINGS LIMITED, hereby appoint:

1 Name :

Address :

E-mail ID :

Signature : \_\_\_\_\_ or failing him / her

2 Name :

Address :

E-mail ID :

Signature : \_\_\_\_\_ or failing him / her

3 Name :

Address :

E-mail ID :

Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY THIRD ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, July 31, 2018 at 4:30 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1	To receive, consider and adopt : <p style="margin-left: 40px;">(a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018, together the reports of the Board of Directors and Auditors Report thereon; and</p> <p style="margin-left: 40px;">(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, together with Auditors Reports thereon.</p>
2	To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.
3	To ratify the appointment of Statutory Auditors.
4	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix One Rupee Revenue Stamp
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**Notes:**

1. This form of proxy in order to be effective must be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.