



IIFL Finance Limited

CIN: L67100MH1995PLC093797

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

Wagle Estate, Thane – 400 604

Tel: (91-22) 4103 5000; Fax: (91-22)2580 6654;

E-mail: [shareholders@iifl.com](mailto:shareholders@iifl.com), Website: [www.iifl.com](http://www.iifl.com)

## NOTICE

**Notice is hereby given that the 28<sup>th</sup> Annual General Meeting ("Meeting") of the Members of IIFL Finance Limited ("the Company") will be held on Monday, July 31, 2023 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:**

### ORDINARY BUSINESS:

- To consider and adopt:
  - The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon; and
  - The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with Auditors report thereon.
- To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. R Venkataraman (DIN: 00011919), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."
- To appoint M/s. Sharp & Tannan Associates as a Joint Statutory Auditors of the Company and fix their remuneration, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 and RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines") (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force), M/s. Sharp & Tannan Associates, Chartered Accountants (ICAI Firm Registration No. 109983W) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Joint Statutory Auditor in terms of Section 141 of the Act and RBI guidelines, be and is hereby appointed as the Joint Statutory Auditor of the Company, from the conclusion of Twenty Eighth (28<sup>th</sup>) Annual General Meeting ("AGM") till the conclusion of Thirty First (31<sup>st</sup>) AGM to conduct audit for a continuous period of three financial years beginning from April 01, 2023 and ending on March 31, 2026 on such remuneration plus out of pocket expenses, if any, as may be mutually agreed upon between the Board of Directors of the Company and the Joint Statutory Auditor;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### SPECIAL BUSINESS:

- To approve an offer or invitation to subscribe to non-convertible debentures to be issued on a private placement basis and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and subject to the relevant provisions of the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,

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2021, the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, and other applicable regulations, respectively, as may be amended from time to time to the extent applicable, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as ("the Board"), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer or invite subscriptions for Non-Convertible Debentures ("NCDs") including but not limited to Secured/Unsecured/Listed/Unlisted/Rated/Unrated/Non-Convertible/Market Linked/Subordinate Debt/Perpetual Debentures/Fixed Maturity Debentures, in one or more series/tranches, up to ₹ 10,000 Crores (Rupees Ten Thousand Crores Only), on a private placement basis, to such eligible persons and on such terms and conditions as the Board, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To amend the Employee Stock Option Plan - 2008 and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder read with Regulation 6(3)(a), Regulation 7(1) of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (SBEB & SE Regulations), other applicable laws, rules and regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/institution(s)

and such conditions and modifications as may be prescribed/imposed by the above authorities, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to amend the Employee Stock Option Plan - 2008 ("ESOP 2008 Scheme"), and that terms of the amendments is set out in the Explanatory Statement;

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2008 Scheme, subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2008 Scheme and do all other things incidental and ancillary thereof;

**RESOLVED FURTHER THAT** any of the Directors and/ or the Key Managerial Personnel of the Company be and are hereby severally authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

6. To approve existing as well as all new material related party transactions with IIFL Home Finance Limited and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company's Policy on Related Party Transactions and basis the approval and recommendation of the

## NOTICE (Contd.)

Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) enter into the ordinary course of business and on arm's length basis in arrangements/transactions/contracts with IIFL Home Finance Limited, subsidiary of the Company and a Related Party as defined in the Listing Regulations and the Act, whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/contracts or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate shall not exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/renegotiation(s)/modification(s)/ratification(s)/amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s), filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

7. To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited) and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited), subsidiary of the Company and a Related Party as defined in the Listing Regulations and the Act, whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/contracts or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate shall not exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/renegotiation(s)/modification(s)/ratification(s)/amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s), filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the

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Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

8. To approve existing as well as all new material related party transactions with IIFL Facilities Services Limited and in this regards, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts with IIFL Facilities Services Limited, a Related Party as defined in the Listing Regulations and the Act, whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/contracts or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate shall not exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s), filing of

necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

9. To approve existing as well as all new material related party transactions with IIFL Management Services Limited and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/ contracts with IIFL Management Services Limited, a Related Party as defined in the Listing Regulations and the Act, whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/ contracts or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate shall not exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all

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such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/renegotiation(s)/modification(s)/ratification(s)/amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s), filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

10. To approve existing as well as all new material related party transactions with IIFL Securities Limited and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts with IIFL Securities Limited, a Related Party as defined in the Listing Regulations and the Act, whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions/contracts or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate shall not

exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/renegotiation(s)/modification(s)/ratification(s)/amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s), filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

11. To approve existing as well as all new material related party transactions with 5Paisa Capital Limited and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts with 5Paisa Capital Limited, a Related Party as defined in the Listing

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Regulations and the Act, whether by renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions/contracts or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/ or in the aggregate shall not exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/renegotiation(s)/modification(s)/

ratification(s)/amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/contract(s) or any future arrangement(s)/ transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s), filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

**By Order of the Board of Directors**

**For IIFL Finance Limited**

**Sneha Patwardhan**

Company Secretary  
ACS - 23266

**Registered Office:** IIFL House, Sun Infotech Park,  
Road No. 16V, Plot No. B-23, Thane Industrial Area,  
Wagle Estate, Thane - 400604  
CIN: L67100MH1995PLC093797  
E-mail: shareholders@iifl.com  
Telephone No.: (91-22) 4103 5000

Dated: April 26, 2023  
Place: Mumbai

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### Notes

1. Pursuant to General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars the Meeting of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
2. A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the item no. 3 (Ordinary Business) and Special Businesses to be transacted at the Meeting is annexed hereto.
3. A Member entitled to physically attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars, the Meeting will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the Meeting to be conducted through VC/OAVM.  

Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to [shareholders@iifl.com](mailto:shareholders@iifl.com).

Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.
5. In compliance with the aforesaid MCA Circulars and Circulars issued by Securities and Exchange Board of India dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 ("SEBI Circulars"), Notice of the Meeting along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email address are registered with the Company/Depositories as on June 30, 2023. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the website of the Company i.e. [www.iifl.com](http://www.iifl.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Annual Report and the Notice is also available on the website of Link Intime India Private Limited ("Link Intime"), Registrar and Transfer Agent ("RTA") at <https://instavote.linkintime.co.in>. The Member who wishes to obtain hard copy of the notice of the AGM along with Annual Report for FY 2022-23 can send a request to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22.
7. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode upto the date of the Meeting i.e. Monday, July 31, 2023. Members can inspect the same by sending an email to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com)
9. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, July 25, 2023 to Monday, July 31, 2023 (both days inclusive).
10. Process for registration of email id for obtaining Annual Report and User ID/Password for e-voting and updation of bank account mandates is annexed to this Notice.
11. The Company has designated an exclusive e-mail id i.e. [shareholders@iifl.com](mailto:shareholders@iifl.com) to redress Members complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [shareholders@iifl.com](mailto:shareholders@iifl.com).
12. Members seeking any information/desirous of asking any questions at the Meeting with regard to the

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accounts or any matter to be placed at the Meeting are requested to send email mentioning their names, DP ID and Client IDs/Folio No. and Mobile No. to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com) on or before July 28, 2023. The same will be replied by the Company suitably.

13. Share transfer documents and all correspondence relating thereto, should be addressed to Link Intime, at C101, 247 Park, 1<sup>st</sup> Floor, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
14. During FY 2022-23, the Company declared and paid an Interim Dividend of ₹ 4 per equity share (i.e. 200% of face value of ₹ 2 per share). The same shall be considered as final dividend.
15. Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), dividends on equity shares interest and principal on Non-Convertible Debentures ("NCDs"), if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend/Interest/Principal Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

The Company accordingly transferred unclaimed dividend of ₹ 10,15,398/- on March 24, 2023. The Company has also transferred 6,026 shares to IEPF in accordance with the above provisions on March 31, 2023. Further, during FY 2022-23, the Company has transferred the unclaimed interest and principal amount on NCDs of ₹ 16,64,749/- to the IEPF on a periodical basis.

In view of this, Members are requested to claim their dividends/interest from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/interest/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be

obtained from the concerned DP and holdings should be verified.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company i.e. <https://storage.googleapis.com/iifl-finance-storage/files/2022-02/ISR-4.pdf> and on the website of Link Intime.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.

18. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the website of the Company i.e. [www.iifl.com](http://www.iifl.com)
19. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD\_RTAMB /P/ CIR/2021/655 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated November 03, 2021 and December 14, 2021, respectively. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank



## NOTICE (Contd.)

account detail, specimen signature) and nomination details by holders of securities. In case any of the above cited documents/ details are not available in the Folio(s), Link Intime shall be constrained to freeze such Folio(s) effective from October 01, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Link Intime. In view of the above we urge Members holding shares in physical form to submit the required forms along with the supporting documents on or before September 30, 2023. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their DPs.

20. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form ISR-3 or Form No. SH-14 as the case may be, to the Link Intime of the Company. These forms will be made available on request, the format of which is available on the website of the Company i.e. <https://www.iifl.com/finance/investor-relations/contact-centre?redirect=menu-bar>.
21. Information of Director seeking re-appointment at the Meeting, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, is annexed to the Notice as **Annexure A**.
22. Information and other instructions relating to e-voting are as under:
  - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means.
  - II. The remote e-voting facility will be available during the following period:

**Commencement of e-voting:** From 9:00 a.m. (IST) on Wednesday, July 26, 2023.

**End of e-voting:** Up to 5:00 p.m. (IST) on Sunday, July 30, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting

module shall be disabled upon expiry of the aforesaid period.

- III. The Company has engaged the services of Link Intime to provide remote e-voting facility to the Members.
- IV. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, July 24, 2023 only shall be entitled to avail the facility of e-voting.
- V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, July 24, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- VI. Members who are holding shares in physical form or non-individual Members who acquires shares and becomes a Member of the Company, after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. Monday, July 24, 2023 may obtain the User ID and Password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if they are already registered with Link Intime for remote e-voting, then they can use their existing User ID and Password for casting the vote.
- VII. In case of individual Member holding securities in demat mode and who acquires shares of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. Monday, July 24, 2023 may follow steps mentioned in the Notice of the AGM under "Information and other instructions relating to remote e-voting."
- VIII. Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the Meeting and Members participating at the Meeting, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-Voting.
- IX. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to

## NOTICE (Contd.)

- change it subsequently or cast the vote again.
- X. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- XI. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XII. The Scrutinizer, after scrutinizing the votes, within two (2) working days from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company i.e. [www.iifl.com](http://www.iifl.com). The results shall simultaneously be communicated to the Stock Exchanges.
- XIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, July 31, 2023.
- XIV. **Information and other instructions relating to remote e-voting are as under:**
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail id with their DPs to access e-voting facility.

Login method for Individual Members holding securities in demat mode/physical mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
Individual Members holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> </ul>

## NOTICE (Contd.)

Type of Members	Login Method
	<ul style="list-style-type: none"> <li>• After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>• If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>
Individual Members (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINK INTIME.	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: -               <ul style="list-style-type: none"> <li><b>A. User ID:</b> <ul style="list-style-type: none"> <li>• Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li>• <b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>• <b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>• <b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> <li>• <i>*Shareholders holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></li> <li>• <i>*Shareholders holding shares in <b>NSDL form</b>, shall provide 'D' above</i></li> <li>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>➤ Click "confirm" (Your password is now generated).</li> </ul> </li> </ul> </li> <li>3. Click on 'Login' under <b>'SHARE HOLDER'</b> tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>'Submit'</b>.</li> </ol> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select <b>'View'</b> icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option <b>'Favour / Against'</b> (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on <b>'Submit'</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>'Yes'</b>, else to change your vote, click on <b>'No'</b> and accordingly modify your vote.</li> </ol>

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### Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode & e-voting service provider is LINKINTIME, have forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter. User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### VI. Process and manner for attending the Annual General Meeting through Insta Meet: -

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "**Login**".

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- Select the **"Company"** and **'Event Date'** and register with your following details: -
  - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

The Members can join the Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Members who need technical assistance regarding attending the AGM can send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call at 022-4918 6175.

### **Instructions for Shareholders/ Members to Speak during the Meeting through Insta Meet:**

1. Members who would like to speak during the meeting must register their request on or before July 28, 2023 with the Company by sending an email at [shareholders@iifl.com](mailto:shareholders@iifl.com).
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other member may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

### **Instructions for Shareholders/ Members to vote during the Meeting through Insta Meet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the Meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No.

and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.

3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case members have any queries regarding login/e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **INSTRUCTIONS FOR MEMBERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:**

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. For shares held in electronic form: to their Depository Participants (DPs).
- b. For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 01, 2023, the folio shall be frozen by the RTA.

## NOTICE (Contd.)

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IN RESPECT OF ORDINARY/SPECIAL BUSINESSES TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

#### Item No. 3

The Members of the Company at the 25<sup>th</sup> Annual General Meeting ("AGM") held on June 30, 2020 had approved appointment of M/s. V Sankar Aiyar & Co. Chartered Accountants (ICAI Firm Registration No. 109208W), as the Statutory Auditor of the Company for the period of 5 (five) years commencing from the conclusion of 25<sup>th</sup> AGM, till the conclusion of the 30<sup>th</sup> AGM of the Company.

Subsequently, Reserve Bank of India ("RBI") on April 27, 2021, issued guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines"). In terms of the said RBI Guidelines, the Statutory Auditor was required to be appointed for a term of 3 years. Accordingly, the Members of the Company at the Extra Ordinary General Meeting ("EOGM") held on September 30, 2021, approved revision in term of office of M/s. V Sankar Aiyar & Co, from 5 years to 3 years.

Accordingly, on completion of the tenure of M/s. V Sankar Aiyar & Co and based on the recommendation of Audit Committee, the Board of Directors at its meeting held on April 26, 2023 recommended to the Members of the Company, the appointment of M/s. Sharp & Tannan Associates as joint Statutory Auditor of the Company to hold office for a continuous period of 3 years from the conclusion of 28<sup>th</sup> AGM till the conclusion of 31<sup>st</sup> AGM of the Company, on the terms & conditions as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditor.

Brief profile of the Joint Statutory Auditor:

M/s. Sharp & Tannan Associates has a pan India presence and in an approved transnational audit firm of its independent International network 'Russell Bedford International' headquartered in London with representative members across 100 countries with 350 offices worldwide. The Affiliate is serving the nation over 85 years and has extensive experience in audit, assurance, tax, governance and risk advisory services serving a varied clients from various sectors like, infrastructure, industrials, capital goods, chemical, pharma, power, technology, banking and finance, real estate, media, entertainment, and hospitality. The Firm currently enjoys relationships with more than 25 listed entities within its clientele. The Firm has 11 partners and more than 160 professionals.

Brief profile of the Joint Statutory Auditor:

M/s. Sharp & Tannan Associates, shall be paid the overall audit fees of ₹ 27,50,000/- for FY 2023-24, with authority to the Board (including any other Committee thereof) as may be mutually agreed between the Company and the said joint

Statutory Auditor and additionally out of pocket expenses, outlays and taxes as applicable.

The Company has received the Consent letter and eligibility certificate from M/s. Sharp & Tannan Associates, joint Statutory Auditor of the Company along with confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

In view of the aforesaid, the Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval of Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### Item No. 4

The Members of the Company, at the Annual General Meeting held on July 08, 2022, passed a Special Resolution authorizing the Board of Directors of the Company to offer or invite subscription for Non-Convertible Debentures ("NCDs"), in one or more series/tranches for an amount of upto ₹ 10,000 Crores. The said resolution was valid and effective for one year.

Pursuant to Section 42 of the Companies Act, 2013 ("the Act"), read with the Rules framed thereunder, a Company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The Company is registered as a Non-Banking Financial Company with the Reserve Bank of India and the lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). In order to meet the business requirements, the Company has been using various resources raising options inter alia Commercial Paper, Bank Term Loan/Over Drafts, Public Issues and Private Placement of NCDs, etc.

In view of the above and considering the nature of business of the Company, the approval of the Members is being sought by way of a Special Resolution under Section 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more series/tranches to eligible persons for limit upto ₹ 10,000 Crores during the period of one year from the date of passing of the resolution at Item No. 4, within the overall borrowing limits of the Company, as approved by the Members from time to time.

## NOTICE (Contd.)

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

### Item No. 5

The Board of Directors and Members of the Company at its meeting held on November 17, 2008 and December 15, 2008 respectively, approved the Employee Stock Option Plan 2008 ("ESOP 2008 Scheme") for the benefit of the Employee of the Company & its subsidiaries.

The objective of the Scheme is to facilitate employee participation in the ownership of the Company by offering Equity Shares of the Company to the Eligible Employees of the Company.

The Nomination and Remuneration Committee of the Company ("NRC") and the Board of the Directors of the

Company, at its meeting held on April 25, 2023 and April 26, 2023, respectively, approved amendment to ESOP 2008 Scheme in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") and the same is recommended to the Members for their approval by passing the Special Resolution for Item No. 05 of the Notice and the same is not prejudicial to the interest of the option holders.

A copy of the ESOP 2008 Scheme, along with the proposed amendments, shall be open for inspection by the Members through electronic mode. Members can inspect the same by sending an email to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).

Further, the terms of amendments are not prejudicial to the interests of the employees and the other terms and conditions of the ESOP 2008 Scheme shall continue to remain the same and it will not affect any earlier options granted under the ESOP 2008 Scheme.

Details of the said amendments and revised clauses are provided below:

Clause No.	Existing Provisions	Proposed amendment
3.2	<b>Authority and Ceiling:</b> If an Employee Stock Option expires or becomes un-exercisable without having been exercised in full, the un-purchased Shares, which were subject thereto, shall become available for future Grants or sale.	<b>Authority and Ceiling:</b> If an Employee Stock Option lapses or is forfeited or surrendered under any provision of the Scheme, such Option, shall become available for future Grants unless otherwise determined by the NRC.
3.3	Where Shares are issued consequent upon exercise of an Employee Stock Option under the ESOP 2008, the upper limit on the number of Shares referred to in Clause 3.1 will stand reduced to the extent of such Shares issued.	Further, the maximum number of Options that can be granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.
8(a)	<b>Change in Exercise Price:</b> The exercise shall be at a discount not exceeding 25% of the latest available closing market price as on the date of grant of options and as specified in the Notice of Grant. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or in such other manner as the Compensation Committee may decide.	<b>Change in Exercise Price:</b> Under this Scheme, the Exercise Price will be decided by the NRC on the basis Market Price as defined in the Scheme. The NRC has a power to provide a suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the face value of Share of the Company. Payment of the Exercise Price and applicable taxes thereon shall be made by a Grantee via crossed cheque or Electronic mode or in such other manner as the NRC may decide.
8(b)	The Employee Stock Options granted shall be capable of being exercised within a period of five years from the date of Grant of the respective Employee Stock Options, beyond which the options would lapse. The options cancelled or lapsed without being exercised will be available for further grant under the scheme.	The Employee Stock Options granted shall be capable of being exercised either wholly or partly within a period of five years from the date of Grant of the respective Employee Stock Options, beyond which the options would lapse. The options cancelled or lapsed without being exercised will be available for further grant under the scheme.



## NOTICE (Contd.)

Clause No.	Existing Provisions	Proposed amendment
8(c)	In the event of the death of an Employee while in employment with the Company, all the Vested and Unvested Options may be Exercised by the Option Grantee's nominee immediately after, but in no event later than one year from the date of death.	In the event of the death of an Employee while in employment with the Company, all the Vested and Unvested Options granted as on date of death would vest in the legal heirs / nominee of the Grantee on that day. The Options would be exercisable by the legal heirs / nominee immediately after, but in no event later than one year from the date of death.
8(d)	In the event of separation of an Employee from the Company due to reasons of Permanent Incapacity while in employment, the Option Grantee may Exercise his or her Vested as well as Unvested Options immediately after Permanent Incapacity but in no event later than one year from the date of resignation.	In the event of separation of an Employee from the Company due to reasons of Permanent Incapacity while in employment, all Option granted to Grantee as on date of Permanent Incapacity would vest in Grantee on that day. The Options would be exercisable by Grantee immediately after Permanent Incapacity but in no event later than one year from the date of Permanent Incapacity.
<b>Other Amendments</b>		
4.2	Insertion of clause under Administration: The Scheme is administered by the Nomination and Remuneration Committee. The NRC has certain Power w.r.t. amendments, modifications, insertions etc.	
2	Reference of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014" or "SEBI (SBEB) Regulations" substituted with "Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations, 2021" or "SEBI (SBEB & SE) Regulations", wherever appeared.	
2	Reference of "Compensation Committee" substituted with "Nomination and Remuneration Committee" wherever appeared.	

As required under the SBEB & SE Regulations, the Company confirms that all the employees as will be beneficiaries of the aforesaid amendment to the ESOP Scheme 2008.

Further, the salient features of the ESOP 2008 Scheme and various disclosures in terms of the SBEB & SE Regulations read with the relevant schedule and applicable provisions of the Act are provided hereunder:

### 1. Brief Description of the Scheme:

ESOP 2008 Scheme is a comprehensive scheme to grant options to the eligible employees of the Company and its subsidiaries, to subscribe to the equity shares of the Company underlying the options at a pre-determined exercise price. The objective of the ESOP 2008 Scheme is to attract, retain and reward employees performing services for the Company by sharing the value created by them. Thus, motivating such employees to contribute to the growth and profitability of the Company.

### 2. The total number of Stock Options to be granted under the Scheme:

The maximum number of options that may be granted pursuant to ESOP 2008 Scheme shall not exceed 5,00,00,000 Options convertible into equal number of equity shares of face value ₹ 2 each of the Company.

In case of the options granted to any employees lapses or is forfeited or surrendered under any provision of the Scheme, such options, shall become available for future grants (i.e. the same will be added back to the pool) unless otherwise determined by the NRC.

### 3. Identification of classes of employees entitled to participate in the Scheme:

- (a) an employee as designated by the Company, who is exclusively working in India or out of India; or
- (b) A Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (c) An employee as defined in sub-articles (a) or (b) of a Group Company including Subsidiary Company, in India or outside India.

but does not include

- (a) An employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

## NOTICE (Contd.)

### **4. Requirement of Vesting and period of Vesting:**

Options granted under the ESOP 2008 Scheme would vest within a period of five years subject to a minimum period of one year from the date of grant of such options.

Vesting of options would be subject to continued employment with the Company. The NRC may specify that the options would vest subject to elapse of time, or meeting certain performance parameters, or a combination of both.

The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the notice of grant given to the option grantee at the time of grant of options (subject to the minimum and maximum vesting period as specified above).

### **5. Maximum period within which the Options shall be vested:**

The maximum period within which the options shall be vested is Five years from the date of grant.

### **6. Exercise Price or Pricing Formula:**

Under this ESOP 2008 Scheme, the Exercise Price will be decided by the NRC on the basis Market Price as defined in the ESOP 2008 Scheme.

The NRC has a power to provide a suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the face value of equity share of the Company.

For the above purpose the "Market price" means the latest available closing price on a Recognized Stock Exchange on which the equity shares of the Company are listed on the date immediately prior to the Relevant Date (means the date of the meeting of the NRC on which the grant is made).

Explanation – If the equity shares of the Company are listed on more than one recognized stock exchange, then the closing price on the recognized stock exchange having higher trading volume shall be considered as the market price.

### **7. Exercise period and process of Exercise:**

The exercise period will commence from the date of vesting and will expire on such date as may be decided by the NRC from time to time. The options will be exercisable by the employees by an application to the Company, to exercise the

options in such manner and on execution of such documents as may be prescribed by the NRC from time to time.

### **8. The Appraisal process for determining the eligibility of the Employees to the ESOP 2008 Scheme:**

The appraisal process for determining the eligibility of the Employees will be specified by the NRC and will be based on the criteria such as the seniority of the employees, length of service, performance record, merit of the employees, and/or any such other criteria that may be determined by the NRC at its sole discretion.

### **9. The Maximum number of Options to be granted per Employee and in aggregate:**

The maximum number of options per Employee per year shall be determined by the NRC.

Subject to availability of Options in the pool under the ESOP 2008 Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The NRC may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

### **10. The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the date of Exercise of Options and the Exercise Price paid by the employee.

### **11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through a direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow Cash Mechanism.

The Company will allot fresh Shares to the Grantees upon successful exercise of Options in accordance with terms and conditions of the Scheme.

## NOTICE (Contd.)

The Scheme shall be administered by the NRC which may delegate some or all of its power to any other sub-committee or persons for proper administration of the ESOP 2008 Scheme.

**12. Whether the ESOP 2008 Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**

The ESOP 2008 Scheme involves new issue of Equity Shares by the Company.

**13. The amount of loan to be provided for implementation of the ESOP 2008 Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

Not applicable, since the ESOP 2008 Scheme is proposed to be implemented by direct route.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the ESOP 2008 Scheme:**

Not applicable, since the ESOP 2008 Scheme is proposed to be implemented by direct route.

**15. Disclosure and accounting policies:**

The Company shall conform to the applicable accounting policies prescribed under Regulation 15 of the SBEB & SE Regulations including the disclosure requirements of Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

**16. The method which the Company shall use to value its Options:**

The Company shall use the fair value method for valuation of the Options. Fair valuation of the Options will be carried out using the Black-Scholes Option Pricing model. The fair value of the Options shall be the basis for accounting for the ESOP charge in the Company's profit and loss statement.

**17. Statement with regard to Disclosure in Director's Report:**

As the Company is adopting fair value method, presently there is no requirement for disclosure in Director's Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and

the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Director's report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Director's report.

**18. Period of lock-in:**

The shares allotted to the grantees pursuant to Exercise of Options shall not be subject to any lock-in period from the date of allotment. The grantee is free to sell the shares.

**19. Terms & conditions for buyback, if any, of specified securities:**

The procedure for buy-back of Options granted under the ESOP 2008 Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

**Item Nos. 6, 7, 8, 9, 10 and 11**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") requires Members approval by means of an ordinary resolution for all material related party transactions (as defined in Companies Act, 2013, Ind AS-18 and Listing Regulations) and subsequent modifications, including transactions that are in the ordinary course of business of the concerned company.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements whichever is lower, or any other materiality threshold prescribed by any other applicable law.

## NOTICE (Contd.)

The annual consolidated turnover of the Company for FY 2022-23 is ₹ 8,258.85 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 825.89 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

The Company as a consolidated entity is one of the leading Non-Banking Financial Company (NBFC), primarily engaged in the business of financing of the Gold loans, Business loans to MSMEs, Construction and real estate financing and Capital market financing. The group entities may have temporary surplus or deficit and these limits are for exceptional circumstances.

With the above background and considering the nature of business and operations of the Company, it does sometimes enter into Related Party Transactions in the ordinary course of business including Inter-corporate deposit "ICD" from / to related parties as last resort and as stop gap/bridge funding arrangements.

While we have grown at a healthy pace both in terms of asset under management (last 3 year CAGR 19.42%) and profitability (last 3 year CAGR 46.96%) we have been also consciously working towards reducing the volume of related party transactions (for example the maximum outstanding ICDs have reduced by 87% and aggregate turnover has reduced by 114% in FY 2023 compared to FY 2020).

With the above background we seek approvals of the Members of the Company for reduced amount of Related Party Transactions. It would be our constant endeavor to limit the volume of such transactions and peruse this route only in the event of an exigency.

The including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate shall not exceed ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only);

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for approval of the arrangements/transactions/contracts undertaken whether by way of continuation/ extension/ renewal/ modification/ratification of earlier arrangements/ transactions/contracts.

It is proposed to obtain approval of Members to authorize the Board of Directors of the Company to carry out and/or continue with the Inter-Corporate Deposits arrangements and transactions with below mentioned related parties:

The above stated transaction(s) with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate, are material Related Party Transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis.

## NOTICE (Contd.)

With respect to the above matter, the Members are requested to note following disclosures of Interest:

Sr. No.	Name of the Related Party	Nature of Concern or Interest
1.	IIFL Home Finance Limited	IIFL Home Finance Limited is a material subsidiary of IIFL Finance Limited. Mr. Nirmal Jain, Mr. R Venkataraman and Mr. Arun Kumar Purwar are Directors in IIFL Home Finance Limited.
2.	IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited)	IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited) is a material subsidiary of IIFL Finance Limited.
3.	IIFL Facilities Services Limited	IIFL Facilities Services Limited is a material subsidiary of IIFL Securities Limited. Mr. R Venkataraman is a Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 31.14% in IIFL Securities Limited.
4.	IIFL Management Services Limited	Mr. R Venkataraman is a Non-Executive Director of IIFL Management Services Limited. IIFL Management Services Limited is a Subsidiary of IIFL Securities Limited. Mr. R Venkataraman is a Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 31.14% in IIFL Securities Limited.
5.	IIFL Securities Limited	Mr. R Venkataraman is the Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 31.14% in IIFL Securities Limited.
6.	5Paisa Capital Limited	Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of 5Paisa Capital Limited and holds along with their relatives & persons acting in concert 1,02,10,698 equity shares i.e. 33.33% in 5Paisa Capital Limited.

**By Order of the Board of Directors  
For IIFL Finance Limited**

**Sneha Patwardhan**

Company Secretary  
ACS - 23266

Dated: April 26, 2023  
Place: Mumbai

**Registered Office:** IIFL House, Sun Infotech Park,  
Road No. 16V, Plot No. B-23, Thane Industrial Area,  
Wagle Estate, Thane - 400604  
CIN: L67100MH1995PLC093797  
E-mail: shareholders@iifl.com  
Telephone No.: (91-22) 4103 5000

## NOTICE (Contd.)

### ANNEXURE 'A' TO THE NOTICE

Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meetings with respect to appointment of Mr. R Venkataraman, who retires by rotation

<b>Name</b>	<b>Mr. R Venkataraman</b>		
<b>Date of birth/age</b>	27/07/1967 (55 years)		
<b>Nationality</b>	Indian		
<b>Date of first appointment on the board</b>	05/07/1999		
<b>Shareholding in the Company (as on March 31, 2023) (including beneficial ownership)</b>	1,09,84,432		
<b>Board meetings attended during the Financial Year 2022-23</b>	10		
<b>Experience in specific functional area</b>	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.		
<b>Qualification(s)</b>	<ol style="list-style-type: none"> <li>B. Tech (Electronics and Electrical Communications Engineering) from IIT Kharagpur.</li> <li>Post Graduate Diploma in Management from IIM Bangalore.</li> </ol>		
<b>Last drawn remuneration</b>	Nil		
<b>Sitting Fees and commission</b>	Nil		
<b>Relationship with other directors and key managerial personnel</b>	Not related to any Director /Key Managerial Personnel		
<b>Directorship in other Companies (As on March 31, 2023)</b>	<ol style="list-style-type: none"> <li>360 One WAM Limited</li> <li>IIFL Home Finance Limited</li> <li>IIFL Securities Limited</li> <li>Orpheus Trading Private Limited</li> </ol>		
<b>Chairman/Member in the committees of the other public Companies [Includes only audit committee and stakeholders relationship committee] (As on March 31, 2023)</b>	IIFL Home Finance Limited	Stakeholders Relationship Committee	Member
	360 One WAM Limited	Stakeholders Relationship Committee	Chairman
<b>Remuneration sought to be paid</b>	Nil		
<b>Brief Profile</b>	<p>Mr. R Venkataraman is the Co-Promoter and Joint Managing Director of the Company. He holds Post Graduate Diploma in Management from Indian Institute of Management (IIM), Bangalore and Bachelor in Electronics and Electrical Communications Engineering from IIT Kharagpur. He joined the Company's Board in July 1999. He has been contributing immensely in the establishment of various businesses and spearheading key initiatives of the group over the past 24 years. He previously held senior managerial positions in ICICI Limited, including ICICI Securities Limited, their investment banking joint venture with J P Morgan of US and Barclays –BZW. He worked as an Assistant Vice President with G E Capital Services India Limited in their private equity division. He has a varied experience of more than 31 years in the financial service sector.</p>		

## NOTICE (Contd.)

### ANNEXURE 'B' TO THE NOTICE

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below

(Pursuant to Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

Name of the Related Party	IIFL Home Finance Limited	IIFL Samasta Finance Limited	IIFL Facilities Services Limited	IIFL Management Services Limited	IIFL Securities Limited	Spaisa Capital Limited
Nature of Relationship	Subsidiary	Subsidiary	Other related party	Other related party	Other related party	Other related party
Nature of concern or interest of the related party (financial or otherwise)	Financial	Financial	Financial	Financial	Financial	Financial

I. Value and Type of Transaction: Aggregate value of fresh transactions between IIFL Finance limited and Other Related Parties as per details mentioned herein below:

Type of transaction	Transaction Limits					
	IIFL Home Finance Limited	IIFL Samasta Finance Limited	IIFL Facilities Services Limited	IIFL Management Services Limited	IIFL Securities Limited	Spaisa Capital Limited
<b>Inter-corporate deposits 'ICD'</b>						
<b>1. ICD given</b>						
1 a) Aggregate ICD given	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore
1 b) Maximum outstanding (ICD given)	INR 700 Crore	INR 700 Crore	INR 700 Crore	INR 700 Crore	INR 700 Crore	INR 700 Crore
<b>2 ICD taken</b>						
2 a) Aggregate ICD taken	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore	INR 1500 Crore
2 b) Maximum outstanding (ICD taken)	INR 700 Crore	INR 700 Crore	INR 700 Crore	INR 700 Crore	INR 700 Crore	INR 700 Crore

II. Value of transaction as a percentage of Company's annual consolidated turnover and value of transaction as a percentage of subsidiary's annual turnover (based on turnover of financial year 22-23)

Nature of transactions	% of subsidiary's annual turnover		% of Company's annual consolidated turnover					
	IIFL Home Finance Limited	IIFL Samasta Finance Limited	IIFL Home Finance Limited	IIFL Samasta Finance Limited	IIFL Facilities Services Limited	IIFL Management Services Limited	IIFL Securities Limited	Spaisa Capital Limited
1 a) Aggregate ICD given	57.6%	85.9%	18.2%	18.2%	18.2%	18.2%	18.2%	18.2%
1 b) Maximum outstanding (ICD given)	26.9%	40.1%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%
2 a) Aggregate ICD taken	57.6%	85.9%	18.2%	18.2%	18.2%	18.2%	18.2%	18.2%
2 b) Maximum outstanding (ICD taken)	26.9%	40.1%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%

## NOTICE (Contd.)

### III. Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity.

Type of transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
1. Inter-corporate deposits given 2. Inter-corporate deposits taken	Upto 1 year	SBI 1 year MCLR + Credit spread of 250 to 350 basis points.	Unsecured	"Bullet repayment on maturity or payable/receivable on demand."	From own capital including retained earnings.	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws.

### IV. Material terms and Justification as to why the related party transaction is in the interest of the listed entity for other transactions

Not applicable as no other transactions to be approved other than Inter Corporate Deposits.

### V. Valuation or other external party report

Not applicable as the transactions are carried out at competitive and prevailing market prices.