



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 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting ("Meeting") of the Members of IIFL Finance Limited (the "Company") will be held on Monday, September 30, 2024 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon; and
  - (b) The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2024, together with Auditors' report thereon.
2. To appoint a Director in place of Mr. Nirmal Jain (DIN: 00010535), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if sought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Mr. Nirmal Jain (DIN: 00010535), 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."
3. To appoint M/s G. M. Kapadia & Co., as a Joint Statutory Auditor of the Company and fix their remuneration and in this regard, to consider and if sought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014,

RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023, and the Reserve Bank of India guidelines for Appointment of Statutory Central Auditors/ Statutory Auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, ("RBI Guidelines"), including any statutory modification(s) or re-enactment thereof for the time being in force, M/s G. M. Kapadia & Co., Chartered Accountants (ICAI Firm Registration No. 104767W), 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 are hereby appointed as the Joint Statutory Auditor of the Company, from the conclusion of the 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting ("AGM") till the conclusion of the 32<sup>nd</sup> (Thirty-Second) AGM, for a continuous period of three financial years beginning from April 01, 2024 and ending on March 31, 2027, 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 are 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:

4. 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 sought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "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, 2021, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, and other applicable regulations, 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 (the "Board", which shall be deemed to include any Committee that 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 Crore (Rupees Ten Thousand Crore Only), on a private placement basis, to such eligible persons and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company, including, without limitation, decision to issue the NCDs, 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 of Directors be and are 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 approve existing as well as new material related party transactions with IIFL Home Finance Limited and in this regard, to consider and if sought fit, to pass with or without modification(s), 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 ("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 thereof for the time being in force, 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 shall be deemed to include a Committee of the Board) to enter into, in the ordinary course of business and on arm's length basis, in arrangements/transactions/contracts with IIFL Home Finance Limited, a 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 Crore (Rupees One Thousand Five Hundred Crore) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 500 Crore (Rupees Five Hundred Crore);

**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."

6. To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited and in this regard, to consider and if sought fit, to pass with or without modification(s), 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 thereof for the time being in force, 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) to enter into, in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts with IIFL Samasta Finance Limited, a 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 Crore (Rupees One Thousand Five Hundred Crore) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crore (Rupees Seven Hundred Crore);

**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 and all new material related party transactions with IIFL Facilities Services Limited and in this regard, to consider and if sought fit, to pass with or without modification(s), 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 thereof for the time being in force, 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) to 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 Crore (Rupees One Thousand Five Hundred Crore) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crore (Rupees Seven Hundred Crore);

**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."

8. 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 sought fit, to pass with or without modification(s), 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 ("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 thereof for the time being in force, 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) to 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 Crore (Rupees One Thousand Five Hundred Crore) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crore (Rupees Seven Hundred Crore);

**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 Securities Limited and in this regard, to consider and if sought fit, to pass with or without modification(s), 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 ("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 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) to 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 Crore (Rupees One Thousand Five Hundred Crore) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crore (Rupees Seven Hundred Crore);

**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."

10. To approve existing as well as all new material related party transactions with 5paisa Capital Limited and in this regard, to consider and if sought fit, to pass with or without modification(s), 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 ("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 thereof for the time being in force, 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) to 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 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 Crore (Rupees One Thousand Five Hundred Crore) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crore (Rupees Seven Hundred Crore);

**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 FIH Mauritius Investments Limited and in this regard, to consider and if sought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 177 of the Companies Act, 2013 (the "Act"), Rule 6A of the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors (the "Board" which term shall be deemed to include a Committee of the Board), approval of the Members be and is hereby accorded to the Board, to enter into, in the ordinary course of business and on arm's length basis, in arrangements/transactions/contracts with FIH Mauritius Investments Limited, a Related Party, as defined in the Listing Regulations and the Act, whether by renewal(s)/extension(s)/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 ₹ 2,000 Crore (Rupees Two Thousand Crore) during the financial year;

**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**

**Mauli Agarwal**

Company Secretary

ACS - 31107

Date: June 15, 2024

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](mailto:shareholders@iifl.com)

Telephone No.: (91-22) 4103 5000

## Notes

1. The 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, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of 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 Item No. 4 to 11 (Special Businesses) to be transacted at the Meeting is annexed hereto.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on its 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 in the Meeting to be conducted through VC/OAVM.  
Corporate Members intending to attend the Meeting through its authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPEG Format), if any, authorizing its representative to attend and vote on its behalf at the Meeting. The said Resolution/Authorization should 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, January 05, 2023 and October 07, 2023 ("SEBI Circulars"), Notice of the Meeting along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, August 30, 2024. Members may note that the Notice of the Meeting and Annual Report for FY 2023-24 will also be available on the website of the Company i.e. [www.iifl.com](http://www.iifl.com), and the 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 Notice of the Meeting and Annual Report is also available on the website of Link Intime India Private Limited ("Link Intime"), Registrar and Share Transfer Agent ("RTA") at <https://instavote.linkintime.co.in>. The Member who wishes to obtain hard copy of the Notice of the Meeting along with Annual Report for FY 2023-24 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 an electronic voting system and the Company is providing the 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, September 30, 2024. 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, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).
10. The 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 accounts or any matter to be placed at the Meeting are requested to send email mentioning their names,

DP ID and Client ID/Folio No. and Mobile No. to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com), at least 7 days before the Meeting. 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 - 400083 or at their designated email id i.e. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
14. During the FY 2023-24, 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 is to be considered as final dividend.
15. Pursuant to Sections 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"), dividend/ 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 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.

Accordingly, the Company has transferred ₹ 16,59,371 on March 06, 2024, being the unclaimed dividend amount, pertaining to interim dividend declared for the FY 2016-17 to the IEPF. The Company has also transferred 2,354 shares as per Corporate Action letters on March 30, 2024, and April 09, 2024, to IEPF, in accordance with the above provisions. Further, during FY 2023-24, the Company transferred the unclaimed interest and principal on NCDs amounting to ₹ 70,46,859/- to IEPF.

In view of this, Members are requested to claim their unclaimed dividend/interest from the Company, within the stipulated timeline. The Members, whose unclaimed dividend/interest/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-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 the earliest. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ("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, mandated 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, 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 or ISR-5 (in case of transmission), the format of which is available on the website of the Company at <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 get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and 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 please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form SH13. The link for downloading the forms is available on the website of the Company [www.iifl.com](http://www.iifl.com).
19. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and 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 account detail, specimen signature) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available on the website of Link Intime at <https://www.linkintime.co.in> 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,



2024. 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 Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form SH13 to Link Intime. Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form ISR3 or Form SH14 as the case may be to Link Intime. These forms will be made available on request, the format of which is available on the website of the Company at <https://www.iifl.com/finance/investor-information>
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 from time to time and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide its Members the 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, September 25, 2024.

**End of e-voting:** Up to 5:00 p.m. (IST) on Sunday, September 29, 2024.

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, September 23, 2024 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,

September 23, 2024. 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 acquire shares of the Company and become a Member of the Company after the Notice has been sent electronically by the Company, and hold shares as on the cut-off date i.e. Monday, September 23, 2024 may obtain the User ID and Password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
 

**Note:** To raise an email query following is the link: [https://liiplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html) 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, September 23, 2024 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 will not be allowed to change it subsequently or cast the vote again.
  - i. 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.
  - ii. The Board of Directors of the Company has appointed CS Nilesch Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah, Practicing Company Secretaries of M/s. Nilesch Shah and Associates, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- iii. The Scrutinizer, after scrutinizing the votes, within two 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.
- iv. 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, September 30, 2024.

**I. 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
<b>Individual Members holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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>
<b>Individual Members holding securities in demat mode with CDSL</b>	<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> <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> </ul>

Type of Members	Login Method
	<ul style="list-style-type: none"> <li>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and Permanent Account Number ("PAN") 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>
<b>Individual Members (holding securities in demat mode) &amp; login through their depository participants</b>	<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>
<b>Individual Shareholders holding securities in Physical mode &amp; e-voting service Provider is LINK INTIME.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: - <ol style="list-style-type: none"> <li><b>User ID:</b> 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>PAN:</b> Enter your 10-digit PAN (Shareholders who have not updated their PAN with the DP/ Company shall use the sequence number provided to you, if applicable).</li> <li><b>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>Bank Account Number.</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <p>* Shareholders holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>*Shareholders holding shares in <b>NSDL form</b>, shall provide 'D' above</p> <ul style="list-style-type: none"> <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> <li>Click on 'Login' under <b>'SHARE HOLDER'</b> tab.</li> <li>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>After successful login, you will be able to see the notification for e-voting. Select <b>'View'</b> icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option <b>'Favor / Against'</b> (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).</li> <li>After selecting the desired option i.e. Favor / 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 'No' and accordingly modify your vote.</li> </ol>

### 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 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 authorized 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: 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 helpdesk. <a href="mailto:evoting@cDSLindia.com">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 above mentioned 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".

## II. Process and manner for attending the Meeting through InstaMeet: -

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

- ▶ 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 PAN (Members who have not updated their PAN with the 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 InstaMeet:**

1. Members who would like to speak during the meeting must register their request on or before Wednesday, September 25, 2024 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 members may ask questions to the panel list, via active chat-board during the meeting.
5. Please remember to mention the serial number and start your conversation with panelist by switching on video mode and audio of your device.

**Members are requested to speak only when moderator of the meeting/management announces 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 "Favor/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favor/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favor/Against'.
5. After selecting the appropriate option i.e. Favor/ 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 cast 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.

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: 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, 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 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/POD-1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023



**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**

Reserve Bank of India ("RBI") vide its Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Circular dated 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 is required to be appointed for a term of 3 years. Accordingly, the Members of the Company at the Extra Ordinary General Meeting ("EGM") held on September 30, 2021 had approved the appointment of M/s Chhajer & Doshi, Chartered Accountants (ICAI Firm Registration No. 101794W), as the Statutory Auditor of the Company for the period of three years commencing with effect from FY 2021-22 till and including the FY 2023-24.

In view of the above, on completion of the tenure of M/s Chhajer & Doshi, Chartered Accountants, and on the recommendation of the Audit Committee, the Board of Directors at its meeting held on June 15, 2024, recommended the appointment of M/s G. M. Kapadia & Co., as Joint Statutory Auditor of the Company, to hold office for a period of 3 years from the conclusion of 29<sup>th</sup> (Twenty-Ninth) AGM till the conclusion of 32<sup>nd</sup> (Thirty-Second) AGM of the Company as may be mutually agreed upon between the Board of Directors of the Company and the Joint Statutory Auditor.

M/s G. M. Kapadia & Co., Chartered Accountants is a well reputed firm of Chartered Accountants with a presence of over 86 years since 1938. The firm provides services in the field of audit and assurance, tax, regulatory, transactions advisory and consulting. The firm has its Head Office at Mumbai and branches in Chennai, Bengaluru, Hyderabad, Delhi and Jaipur. The firm's empanelment includes Regulators and Financial Institutions, major NBFC's etc. The firm has highly experienced partners. The firm is a leading audit firm in the field of Banking, Financial Services and Insurance sector in India. The firm is engaged in audits for Public Sector Banks, Private Sector Banks including Foreign Banks in India. The Firm has been ranked by National Stock Exchange of India Limited at the tenth place amongst all Chartered Accountant firms across India based on market capitalization of companies audited by the firm in the year 2020. The Firm was rated amongst the leading tax firms in India by the International Tax Review for the fifteenth consecutive year in its publication World Tax 2024.

M/s G. M. Kapadia & Co., shall be paid overall audit fees of ₹ 27,50,000/- for FY 2024-25, 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.

There is no material change in the fee to be paid to the Joint Statutory Auditor proposed to be appointed for the FY 2024-25.

The Company has received the consent letter and eligibility certificate from M/s G. M. Kapadia & Co., 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 in Item No. 3 of the Notice.

**Item No. 4**

The Members of the Company, at the Annual General Meeting held on July 31, 2023, had 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 Crore. The said resolution was valid and effective for one year.

Pursuant to Section 42 of 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 the 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). 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 Crore 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.

The Board accordingly recommends the Special Resolution set out in 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 in Item No. 4 of the Notice.

**Item No. 5, 6, 7, 8, 9, 10 and 11**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, requires Members approval by means of an ordinary resolution for all material related party transactions (as defined in Companies Act, 2013, Ind AS18 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.

The annual consolidated turnover of the Company for FY 2023-24 is ₹ 10,249.43 Crore. Accordingly, any transaction(s) by the Company with its related party exceeding, lower of ₹ 1,000 Crore or ₹ 1,024.94 Crore (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members would be required to do any material transaction exceeding ₹ 1,000 Crore with related party of the Company.

The Company as a consolidated entity is one of the leading Non-Banking Financial Company (NBFC), primarily engaged in the business of financing Gold loans, Business loans to MSMEs, Construction and Real Estate Financing and Capital Market Financing. The group entities may have a 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 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.

It would be our constant endeavor to limit the volume of such transactions and pursue this route only in the event of an exigency.

The 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 Crore (Rupees One Thousand Five Hundred Crore Only) during any one financial year and maximum outstanding during any particular day shall not exceed ₹ 700 Crore (Rupees Seven Hundred Crore 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.

The Company proposes to obtain approval of its Members for giving approval to the Board for carrying out and/or continuing with the following arrangements and transactions with below mentioned related parties:

- i. Inter-Corporate Deposits;
- ii. Borrowings (including Issue of Debentures and Other Securities, Term Loan)/Investment in Debenture or Other Securities/Purchase or Sale of Investment.

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.

With respect to the above matter, the Members are requested to note the 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 the Company. Mr. Nirmal Jain and Mr. R Venkataraman are Directors in IIFL Home Finance Limited.
2.	IIFL Samasta Finance Limited	IIFL Samasta Finance Limited is a material subsidiary of the Company. Mr. R Venkataraman is the Director in IIFL Samasta Finance Limited.
3.	IIFL Facilities Services Limited	IIFL Facilities Services Limited is a material subsidiary of IIFL Securities Limited. Mr. R Venkataraman is a Chairperson and Non-Executive Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and hold along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 30.90% in IIFL Securities Limited.

Sr. No.	Name of the Related Party	Nature of Concern or Interest
4.	IIFL Management Services Limited	IIFL Management Services Limited is a Subsidiary of IIFL Securities Limited. Mr. R Venkataraman is a Chairperson and Non-Executive Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and hold along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 30.90% in IIFL Securities Limited.
5.	IIFL Securities Limited	Mr. R Venkataraman is a Chairperson and Non-Executive Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and hold along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 30.90% in IIFL Securities Limited.
6.	5Paisa Capital Limited	Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of 5Paisa Capital Limited and hold along with their relatives & persons acting in concert 1,02,30,698 equity shares i.e. 32.80% in 5Paisa Capital Limited.
7.	FIH Mauritius Investments Limited	FIH Mauritius Investments Limited is a shareholder of the Company, holding 5,76,41,445 equity shares i.e. 15.11 %.

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, in connection with the material related party transactions is attached in **Annexure B**.

The Board accordingly recommends the ordinary resolutions set out in Item Nos. 5, 6, 7, 8, 9, 10 and 11 of this Notice for approval of the Members.

Except the above Directors and their relatives, none of the Directors/Key Managerial Personnel/their relatives is in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item Nos. 5, 6, 7, 8, 9, 10 and 11 respectively.

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

**Mauli Agarwal**  
Company Secretary  
ACS - 31107

Date: June 15, 2024  
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](mailto:shareholders@iifl.com)  
Telephone No.: (91-22) 4103 5000

**Annexure A**

Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings with respect to appointment of Mr. Nirmal Jain, who retires by rotation:

<b>Name</b>	Mr. Nirmal Jain
<b>Date of birth/age</b>	11/12/1966 (57 years)
<b>Nationality</b>	Indian
<b>Date of first appointment on the board</b>	18/10/1995
<b>Shareholding in the Company (as on March 31, 2024) (including beneficial ownership)</b>	4,77,19,154
<b>Board meetings attended during the Financial Year 2023-24</b>	12
<b>Experience in specific functional area</b>	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.
<b>Qualification(s)</b>	1. Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad 2. Chartered Accountant 3. Cost Accountant
<b>Last drawn remuneration</b>	₹ 110.90 Million
<b>Sitting Fees and commission</b>	-
<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, 2024)</b>	1. IIFL Home Finance Limited 2. 360 ONE WAM LIMITED 3. MNJ Consultants Private Limited 4. Pratham Education Foundation
<b>Chairperson/Member in the committees of the other public Companies [Includes only Audit Committee and Stakeholders Relationship Committee] (As on March 31, 2024)</b>	-
<b>Remuneration sought to be paid</b>	-
<b>Brief Profile</b>	<p>Mr. Nirmal Jain is the Promoter and Managing Director on the Board of the Company. He founded IIFL Group in 1995. Under his visionary leadership, IIFL Group has grown to become one of the leading financial services players in post liberalized India with a combined market capitalization of USD 5.1 billion serving over 14 million diverse customers in wealth &amp; asset management, consumer lending, securities trading &amp; discount broking spaces. With an impeccable track record of governance and growth, the Group has attracted marquee investors and won accolades internationally. He has been a pioneer in technology led disruptions in financial services space creating new standards in securities trading, consumer finance, wealth and asset management. He is also one of the leading proponents of financial inclusion and financial literacy in India.</p> <p>He holds a PGDM (Post Graduate Diploma in Management) from Indian Institute of Management, Ahmedabad (IIMA) and is a rank holder Chartered Accountant and Cost Accountant. He started his career in 1989 with Hindustan Unilever Limited and founded IIFL Group as an independent equity research company in 1995. He has close to three decades of experience spearheading diverse businesses in the financial services sector.</p>

**Annexure B**

**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	5paisa Capital Limited	FIH Mauritius Investments Limited
<b>Nature of Relationship</b>	Subsidiary	Subsidiary	Related Party	Related Party	Related Party	Related Party	Related Party
<b>Nature of concern or interest of the related party (financial or otherwise)</b>	Financial	Financial	Financial	Financial	Financial	Financial	Financial

**I. Value and Type of Transaction: Aggregate value of fresh transactions between IIFL Finance limited and related parties are 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	5paisa Capital Limited	FIH Mauritius Investments Limited
<b>Inter-corporate deposits 'ICD'</b>							
<b>1. ICD given</b>							
a) Aggregate ICD given	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	-
b) Maximum outstanding (ICD given)	₹ 500 Crore	₹ 700 Crore	₹ 700 Crore	₹ 700 Crore	₹ 700 Crore	₹ 700 Crore	-
<b>2. ICD taken</b>							
a) Aggregate ICD taken	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	₹ 1,500 Crore	-
b) Maximum outstanding (ICD taken)	₹ 500 Crore	₹ 700 Crore	₹ 700 Crore	₹ 700 Crore	₹ 700 Crore	₹ 700 Crore	-
<b>3. Borrowings (including issue of debentures and other securities, Term Loan)/Investment in Debenture or other securities/Purchase or Sale of Investment</b>	-	-	-	-	-	-	₹ 2,000 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 2023-24)**

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	5paisa Capital Limited	FIH Mauritius Investments Limited
1 a) Aggregate ICD given	48.3%	54.9%	14.6%	14.6%	14.6%	14.6%	14.6%	14.6%	0%
1 b) Maximum outstanding (ICD given)	16.1%	25.6%	4.9%	6.8%	6.8%	6.8%	6.8%	6.8%	0%
2 a) Aggregate ICD taken	48.3%	54.9%	14.6%	14.6%	14.6%	14.6%	14.6%	14.6%	0%
2 b) Maximum outstanding (ICD taken)	16.1%	25.6%	4.9%	6.8%	6.8%	6.8%	6.8%	6.8%	0%



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	5paisa Capital Limited	FIH Mauritius Investments Limited	
3 Borrowings (including Issue of Debenture and other Securities, Term loan)/Investment in Debenture or other securities/Purchase or Sale of Investment	0%	0%	0%	0%	0%	0%	0%	0%	0%	19.51%

**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	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.	NA	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.
2. Inter-corporate deposits taken					NA			
2. Borrowings (including Issue of Debenture and other Securities, Term loan)/ Investment in Debenture or other securities/ Purchase or Sale of Investment	Depends on the nature of investment				NA	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that further investment of surplus funds is being made out of the free float of available funds.	FIH Mauritius Investments Limited has agreed to provide liquidity support to the Company.

**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 & borrowings.

**V. Valuation or other external party report**

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