

IIFL FINANCE LIMITED
TRANSCRIPT OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

Meeting	Extra Ordinary General Meeting
Venue	Held via Video Conferencing
Day	Thursday
Date	September 30, 2021
Time	2.00 p.m. to 2.30 p.m.

- **Ms. Sneha Patwardhan – Company Secretary, IIFL Finance Limited:**

- Good afternoon everyone. It is our pleasure to welcome you all at the Extra-Ordinary General Meeting of IFIL Finance Limited, held through video conference. We hope you all are safe and in good health.

In view of the continuing pandemic, social distancing norms and in compliance with the circulars issued by MCA and SEBI we are holding this meeting of the company through video conferencing. The company has taken requisite steps to enable the members to participate and vote on the items being considered in this EGM.

All the members who have joined this meeting are by default placed on mute by the host to avoid any disturbances arising from the background noise and to ensure smooth and serious conduct of this meeting. Once the question-and-answer session starts, the chairman will announce the name of the speakers who have registered as speaker-shareholders. The speaker-shareholder will then be placed on unmute by the host to start the question-and-answer session. The members are requested to click on the video on button. If a member is unable to join the video for any reasons, the member can speak through audio mode only. While speaking, we would request the speaker to do the following.

- To use earphones, so that he or she is clearly audible,
- to minimize any noise in the background, ensure that wi-fi is not connected to any other device
- and no other background applications are running and thereby there is a proper lighting to have a good audio/video experience.

If there are any connectivity problems at the speaker's end, we ask the next speaker to join. Once the connectivity improves, speaker-shareholder shall be called again to speak, once the other speaker-shareholders have completed their turn. We would request the shareholders to kindly limit their speech to agenda items related to EGM only. Members are requested to note that those who have not registered themselves as speakers to the company and have queries are requested to raise their questions on the chat board during the EGM, so that all the queries will be addressed together after the completion of the proceedings. During the AGM, is any member faces any technical issue, they may contact the help number mentioned in the notice of the EGM.

All the directors including chairman Mr. Nirmal Jain are present through video conferencing from their respective locations except Mr. Chandran Ratnaswami who was unable to attend the meeting due to his pre-occupations. The representative of joint Auditors M/s. V. Sankar Aiyar & Co., Chartered Accountants, and M/s. Chhajed & Doshi Chartered Accountants are also present at the EGM through Video Conferencing.

The Company has appointed Nilesh Shah and Associates, Practising Company Secretaries as the Scrutinizer for remote e-voting and also for the votes casted by the members during the EGM by e-voting system under Section 108 of the Companies Act, 2013 to scrutinize the e-voting process in a fair and transparent manner. The representative of Scrutinizer is also present at the meeting through Video Conferencing.

Also according to the recent MCA and SEBI mentioned in the notice, the attendance of the members attending the EGM through VC shall be counted for the purpose of ascertaining the forum under section 103 of the Companies Act, 2013.

The requisite forum for the meeting is present. All the documents referred in the notice in the explanatory statement are available to the members for inspection electronically.

I will now quickly brief you on the agenda items to be transacted at this EGM. The notice on explanatory statement has already been circulated to you.

- The Reserve Bank of India on April 27, 2021, issued a Guideline for Appointment of Statutory Central Auditors /Statutory Auditors of Commercial Banks UCBs and NBFCs (including HFCs). In terms of the RBI Guidelines, the Statutory Auditors are required to be appointed for a term of 3 years only. Accordingly, the term of office of M/s. V Sankar Aiyar & Co, Statutory Auditors of the Company needs to be revised from 5 years to 3 years, i.e. 3 years from the FY 2020-21 till (and including) the FY 2022-23 and accordingly approval of members is sought for revision in term of M/s. V Sankar Aiyar & Co.

Further, as per RBI Guideline, entities with asset size of ₹15,000 Crore and above as at the end of previous year, the statutory audit should be conducted under joint audit by minimum two audit firms. Accordingly, approval of Members is sought for appointment of M/s. Chhajed & Doshi, Chartered Accountants as joint Statutory Auditors of the Company, for a period of 3 years with effect from the FY 2021-22 till and including the FY 2023-24.

Chhajed & Doshi is a 57-year-old firm established by Late Shri CA S.P. Chhajed, Past President of ICAI. The firm has 12 partners and staff strength of 100 plus. The firm has more than 47 years of experience in Banking, Financial Services and Insurance Sector (BFSI). The head office of the firm is at Mumbai and has branches at Delhi and Ahmedabad.

Also note, Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 dated August 03, 2021, listed entities are now required to seek approval of shareholders for appointment of a Director in next general meeting or within a period of 3 months from the date of appointment of the Director, whichever is earlier. Accordingly, approval of members is sought to regularize appointment of two Independent Directors i.e. Mr. Vibhore Sharma and Mr. Ramakrishnan Subramanian.

Now I request our chairman Mr. Nirmal Jain to occupy the chair and take the proceedings forward.

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**

- Thank you Sneha and good afternoon ladies and gentlemen, the requisite forum being complete, I call the meeting in order. I welcome all the members and I hope all of you are safe and in good health. I would now request Mr. R. Venkataraman, managing director and co-founder of the company to introduce the board members but before that I have pleasure of introducing him. As we all probably would know that he has been co-promotor and is been with me. In terms of his educational qualification, he is an engineer from IIT Kharagpur, an MBA from IIM Bangalore and he has worked with various institutions including Barclays and ICICI bank. He joined the company in 1999 and has contributed extensively to various businesses surrounding many key initiatives in the group for the last 22 years and his experience in financial services is almost 3 decades. Over to you, Mr. Venkat

- **Mr. R. Venkataraman – Managing Director, IIFL Finance Limited:**

- Thank you Mr. Jain for the introduction. Good afternoon ladies and gentlemen. I thank all the members for joining this meeting. I hope all of you along with your near and dear ones are keeping well in these unprecedented pandemic. It is my privilege to introduce to you the directors of the company starting from Mr. Jain who is the founder and a chairman of the group. He founded the IFIL group in 1995. It started as an independent equity research company in India. Over the last 26 years, he has led the expansion of the group. While remaining focused on financial services under his dynamic leadership, IFIL group has emerged as a leading player in retail financial services, consumer finance as well as wealth management. He is an MBA from IIM Ahmedabad and he is rank holder chartered accountant as well as a cost accountant.
- Mr. V. K. Chopra is an independent director of the company. He is also a fellow member of the Institute of Chartered Accountants. He was earlier a whole-time member of SEBI for 2 years. Prior to that, he was a career banker and has held several top positions during his illustrious career in banking and retiring as the CMD of SIDBI as well as Corporation Bank.
- Mr. Nilesh Vikamsey, Nilesh bhai is an independent director, he is also a Chartered Accountant and senior partner of Khimji Kunverji & Company which is an 84-year-old institute of chartered accountants in India. He is the past President of the Institute of

Chartered Accountants of India and he is also a member of SEBI's mutual fund advisory committee. He is currently the member of IAASB reference group for audits of Less Complex Entities and Risk Management Committee of CDSL.

- Mr. A K Purwar is our independent director. He was the chairman of State Bank of India from 2002 to 2006 and chairman of Indian Bank association from 2005 to 2006. He has won a number of awards including the CEO of the year award from the Institute of Technology and Management, "Outstanding Achiever of the Year" award from the Indian Banks' Association and "Finance Man of the Year" Award by the Bombay Management Association.
- Mr. Chandran Ratnaswami is a non-executive director of the company and is CEO and Director of Fairfax India Holding Corporation and Managing Director of Hamblin Watsa Investment Counsel Limited, a wholly owned investment management Company of Fairfax Financial Holdings Limited. He holds a Bachelor's degree in Civil Engineering from IIT Madras, India and an MBA from the Rotman School of Management, University of Toronto, Canada.
- Ms. Geeta Mathur, Chartered Accountant, independent director of the company. She specialises in the area of project, corporate and structured finance, treasury, investor relations and strategic planning. She also serves as a co-chair of the India chapter of Women Corporate Directors Foundation
- The two new directors are Mr. Vibhore Sharma who has joined as a new independent director. He is an engineering product leader with over 2 decades of experience building and leading teams engaged in software systems engineering. He was the starting team member of InfoBase India, played a pivotal role in scaling the company's technology and products. I welcome Mr. Sharma on the board.
- Mr. Ramakrishnan Subramaniam, Chartered Accountant has also joined as a new independent director. He has served several leading banks, financial institutions in leading growth since 1990, not only in India but also abroad. He has held senior executive roles as CEO, MD, Country Head, Asia regional heads in domestic and international banks. He is currently engaged as the senior advisor operating partner, Consultant with PE, VC, FIs and Fintech in India.
- Apart from this illustrious board, we also have key executives including Mr. Rajesh Rajak, CFO and Mr. Sanjeev Srivastav, Chief Risk Officer joining this meeting through video conferencing. Now I request Sneha Patwardhan, company secretary to continue the proceedings of the meeting. Thank you.
- **Ms. Sneha Patwardhan – Company Secretary, IIFL Finance Limited:**
- Thank you. Members please note that since the EGM is being held through video conferencing as per the MCA and SEBI circulars, the facility to appoint proxy to attend and cast vote on behalf of the members is not available.

Pursuant to the provisions of the Companies Act and LODR requirements, shareholders have been provided the facility to cast their votes electronically. The company has provided remote e-voting facility through the platform provided by Link Intime to the members and also facility to vote, during the meeting for the members who are present in the meeting through VC and have not casted their vote prior to the meeting. The manner of transacting the business contained in the Notice of the EGM is through remote e-voting and e-voting during the EGM. The instructions for e-voting are provided in point no 14 of the page 4 of the notice. The remote e-voting period commenced on Saturday, September 25th, 2021 at 9 AM and concluded on Wednesday, 29th September, 2021 at 5 PM. Now I request Nirmal Jain, the chairman to continue with the proceedings of this AGM.

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**

- Thank you Sneha. Our notice convening the extra-ordinary General meeting of the company has already been circulated to the members and therefore I take this as read. As the EGM is being held through VC and the resolution mentioned in Notice, have already put to vote through e-voting, no proposing or seconding of the resolution is required. With this now, I proceed with the agenda as per the notice.
- As Special Business Resolution No.1 – To revise the term of office of Mr. V Sankar Aiyar and Co. as Statutory Auditors in the company by passing an Ordinary Resolution.
- Resolution No 2- To appoint Mr. Chhajed & Doshi, Chartered Accountant as joint Statutory Auditors of the company by passing an Ordinary Resolution.
- Resolution No 3 -To appoint Mr. Vibhore Sharma, (DIN-03314559) as an Independent Director of the company by passing a Special Resolution.
- Resolution No 4 – To appoint Mr. Ramakrishnan Subramanian, (DIN-02192747) as an Independent Director of the company by passing a Special Resolution.
- Before proceeding with the e-voting of the AGM, I would like to invite the members who have registered themselves as speakers of the company, if they need any clarifications or have any observations in any aspect to mentioned items. I request members to restrict their speech enquiries only to the above listed items as this meeting is specifically meant for the above-mentioned agenda items and not to raise any other matters in any other capacity. I will also request speakers to stay muted till I call out their names. Now first is Mr. Aspi Bhesania.

- **Mr. Aspi Bhesania – Shareholder, IIFL Finance Limited:**

- Sir, can you see me and hear me?

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**

- Yeah, go ahead, we can hear you.

- **Mr. Aspi Bhesania – Shareholder, IIFL Finance Limited:**
- Sir, I am pleased to see all the directors, especially Mr. Nirmal Jain and Mr. Vikamsey in very good health. Sir, I welcome Mr. Vibhore Sharma and Mr. Ramakrishnan Subramanian and I hope they contribute to the company. Sir, why were these resolutions should not be taken up in the AGM because this auditors thing had come up some time in April. Sir, also I would like to hear Mr. Nirmal Jain as to what he thinks about the growth of the economy and the share market because I feel the economy will not grow at 10% as predicted by the government and IAF and International Monetary Fund. It will grow around 3 to 4 percent maximum. So, thank you and all the best.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Thank you Mr. Aspi, our next speaker is Mr. Bharat Moolchand Shah.
- **Mr. Bharat Moolchand Shah – Shareholder, IIFL Finance Limited:**
- Hello, Nirmal bhai, can you hear me?
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- I can hear you.
- **Mr. Bharat Moolchand Shah – Shareholder, IIFL Finance Limited:**
- Hello respected Nirmal bhai, Nilesh bhai, Venkat ji and other respected directors, sir, I don't have any queries but I have a request that today, it is 30th September, there is last day for AGM in Bombay, there are a lot of AGMs in the last few days, so if you kept this on 2nd or 3rd, it would have been good because there is a lot of pressure today, Bombay today has 40, 45 meetings today in Bombay. The rest, I don't have any queries, you have always given respect to the shareholders, taken care of shareholders. You are running the company very well, taking it forward, I give you many thanks and I support all your resolutions sir and I would like to thank to CS Sneha Patwardhan and the whole team of Nitin bhai and your entire team, many, many thanks, you have always given respect to the shareholders, solve the queries of shareholders. I would like to thank the entire CS team for good investor services and sir, many good wishes for the upcoming festivals and I fully support all your resolutions sir. Thank you very much sir, Jai Sri Krishna, thank you sir, thank you.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Thank you, thank you, Bharat bhai, thank you and wish you all also a very happy Dussehra and Diwali in this festive season. Next is Mrs. Smita Shah, Smita ben. Smita, I can't hear, Sneha, can you hear the sound?
- **Ms. Sneha Patwardhan – Company Secretary, IIFL Finance Limited:**
- No, I am not able to hear.

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- If she is not there, then I will move to the next speaker.
- **Ms. Sneha Patwardhan – Company Secretary, IIFL Finance Limited:**
- We can come back to this speaker later.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Okay, Ms. Lekha Shah, next speaker.
- **Link Intime Representative (Host):**
- Sir, Lekha Shah ma'am has not joined.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- She has not joined, okay. So, next is Ms. Prakashini Shenoy.
- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- Yes sir, can you hear me.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Yes.
- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- I am Prakashini G Shenoy from Bombay. Respected honorable chairman, other respected directors and my fellow shareholders, good afternoon sir. I received the annual report complete with all the information
- **Link Intime Representative (Host):**
- Ma'am, sorry to interrupt, Prakashini ma'am, there is an echo at your end, you need to check if you have logged in from 2 devices.
- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- No madam, you can't hear me at all, shall I start from the beginning?
- Link Intime Representative (Host):
- Ma'am, your audio is not clear.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- No, no, you continue, we could hear you, you continue.

- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- Audio not clear....
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- I think your voice was breaking, what were the two questions you asked?
- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- Audio not clear
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- I am sorry but your voice is echoing a lot, I can't hear you.
- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- You want me to repeat my questions sir, if you want me to repeat, I shall do it.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- You can put it in the chat.
- **Ms. Sneha Patwardhan – Company Secretary, IIFL Finance Limited:**
- Yes ma'am, if you could put your queries on the chat or otherwise we will connect with you separately.
- **Ms. Prakashini Shenoy – Shareholder, IIFL Finance Limited:**
- Okay, you connect with me separately,
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Thank you madam, next is Mr. Tushar Sodha.
- **Mr. Tushar Sodha – Shareholder, IIFL Finance Limited:**
- Good afternoon, am I clearly audible.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Yes, you are audible Tushar bhai, go ahead.
- **Mr. Tushar Sodha – Shareholder, IIFL Finance Limited:**
- Thank you so much. I am very happy to see that the senior management team present in today's EGM. Respected chairman sir, directors of the board and my fellow shareholders, my name Tushar Sodha. I acknowledge the timely receipt of

notice in today's EGM through email. I am happy that to comply with the resolution guidelines for entities with effect size of rupees 50 thousand crores and more. Henceforth, our company will have two joint statutory auditors. IIFL Finance is one of the topmost trustworthy financial services provider of our country. I welcome the appointment of Sri Vibhore Sharma as well as Sri Ramakrishnan Subramaniam as independent directors. I am confident that based on the respective expertise, each experience and knowledge, our company would immensely benefit with their appointment as independent directors. Re-organization of IIFL group was a masterstroke and we the shareholders immensely benefited in the last 5 to 7 years. I am hopeful to meet you personally at our physical meetings at Nehru Auditorium, Worli next year onwards. Thank you chairman sir for giving me this opportunity to speak. Thank you so much sir.

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**

- Yeah, okay, so, our next is 2Point2 Capital Advisors LLP.

- **Link Intime Representative (Host):**

- Sir, no representative has joined.

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**

- Okay, so next is Vasudha Vikas Dakwe.

- **Link Intime Representative (Host):**

- She has also not joined sir.

- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**

- Okay, in that case, I will take all the questions that have come. I think Mr. Aspi first, he asked about, EGM, I think most of the companies are doing this because this is an RBI directive, this is applicable for this year. we did our AGM much earlier. In fact, we are the earliest to do our AGM and if we would have delayed the AGM, then probably we would have combined with the AGM but having done that, anyway we have to comply with the guidelines. Then his question was economy and macro, so as I mentioned that maybe in this meeting, we should restrict our questions and answer to the agenda but maybe just one line I will say. I am very optimistic and positive on the economy, capital market as well as your company's business and also I reciprocate and warmly wish everybody a very happy greetings to the festive season and Happy Dussehra and Diwali. So, and about physical meetings, next year, even we do look forward to physical meeting as Tushar bhai pointed out. So, now I think I can move on to the rest of the meeting process because I think there are no more questions and everybody else has logged in, who had registered themselves and don't think anybody has, nobody is there, right?

- **Ms. Sneha Patwardhan – Company Secretary, IIFL Finance Limited:**
- No Sir.
- **Mr. Nirmal Jain – Chairman, IIFL Finance Limited:**
- Okay, I now request members who are not voting through the remote e-voting to vote via e-voting system provided by Linkintime and instruction for same is there in the notice of the EGM whereby the members can vote during the EGM in terms of section 108 of the Companies Act, 2013 on all the special business set out in the notice of the EGM. Members are requested to note that those Members who have already voted electronically through remote e-voting are not eligible to vote in the EGM. Members, please note that e-voting facility for the EGM is open for the next 15 minutes. Members are now requested to vote on the proposed resolution number 1 to 4 as set out in the notice of the EGM. The scrutinizers shall submit their report in the prescribed manner to me within two working days after the conclusion of this meeting and the results of the e-voting will be informed not later than two working days of the EGM to the stock exchanges, that is NSE and BSE and will also be uploaded on the company's website, www.iifl.com. The scrutinizer has verified the process for remote e-voting and e-voting during the EGM. Member are now requested to vote on each of the resolutions.

I think the process of e-voting will continue by the members and I believe that all the members who have voted on all the resolutions and if not, then members are requested to vote on the same and the scrutinizers shall disable the e-voting after some time and voting result for each resolution shall be an aggregation of remote e-voting and votes cast through e-voting in this EGM in favor or against. All the resolutions contained in the notice carried with requisite majority shall be deemed to be passed on the date of the EGM and with the completion of the above, I declare our EGM as concluded. I would like to thank all members for the relevant time and taking initiative to attend this Extra-Ordinary General Meeting through video conferencing and we request all of you to be extremely careful during this pandemic period and take care of yourselves and your family and wish you happy Dussehra and Diwali once again. Thank you so much, thank you.
