

When it's about money.. 

IIFL Holdings Limited

(Formerly India Infoline Limited)

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V,
Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane - 400604

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of IIFL HOLDINGS LIMITED will be held on Wednesday, July 30, 2014 at 4.00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Sunil Kaul (holding DIN 05102910), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and to fix their remuneration.

In this regard to consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Statutory Auditors of the Company, M/s. Sharp & Tannan Associates, Chartered Accountants, having registration no. 109983W, and who retire at the conclusion of this Annual General Meeting, being eligible and willing to act as the Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board and the Statutory Auditors mutually."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting held on July 29, 2011 and pursuant to Section 180 (1) (c) and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and corresponding to section 293(1)(d) and all

other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include a duly constituted committee / sub-committee thereof), to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹5000 Crores (Rupees Five Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit."

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 203 read with Schedule V and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for time being in force) and (corresponding to Section 198, 269 and 309 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956) and further to the resolution passed by the shareholders at their meeting held on July 17, 2009, approval of the Company be and is hereby accorded for appointment of Mr. Nirmal Jain (holding DIN 00010535) as the Whole Time Director designated as the Executive Chairman for a term of five years with effect from April 23, 2015, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified

in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Nirmal Jain.”

RESOLVED FURTHER THAT Mr. Nirmal Jain shall being a Whole Time Director of India Infoline Finance Limited (“IIFL Finance”), a material subsidiary engaged in NBFC business, draw remuneration from IIFL Finance, within the limits specified in Schedule V to the Companies Act, 2013 with effect from April 1, 2014 and upon approval of re-appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to this resolution”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, 203 read with Schedule V and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for time being in force) and (corresponding to Section 198, 269 and 309 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956) and further to the resolution passed by the Members of the Company at its meeting held on July 17, 2009, approval of the Company be and is hereby accorded for appointment of Mr. R Venkataraman (holding DIN 00011919) as the Whole Time Director designated as the Managing Director of the Company for a term of five years with effect from April 23, 2015 on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. R. Venkataraman.

RESOLVED FURTHER THAT Mr. R Venkataraman shall being a Executive Director of India Infoline Limited (“IIL”), a subsidiary company, draw remuneration from IIL, within the limits specified in Schedule V to the Companies Act, 2013 with effect from April 1, 2014 and upon approval of re-appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such

acts, deeds and things as may be required to give effect to this resolution.”

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. A K Purwar (holding DIN 00026383), Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 1, 2014.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Dr. S Narayan (holding DIN 00094081), Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 1, 2014.”

9. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Kranti Sinha (holding DIN 00001643), Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 1, 2014.”

10. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Nilesh Vikamsey (holding DIN 00031213), Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 1, 2014.”

By Order of the Board

Dated: May 13, 2014
Place: Mumbai

Sunil Lotke
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy form duly completed should be deposited at the registered office of the Company not less than forty- eight hours (48 hours) before the scheduled time of the Annual General Meeting. Blank Proxy Form is enclosed. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto. All the documents referred to in the Notice and Explanatory Statement are open for inspection at the Company's Registered Office on all working days of the Company between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
3. The disclosures required under Clause 49 of the Listing Agreement in respect of the Directors being reappointed in this Annual General Meeting are given as an Annexure to this Notice.
4. The Register of Members and the Share Transfer Book of the Company will remain closed from July 23, 2014 to July 30, 2014 (both days inclusive) for the purpose of Annual General Meeting.
5. Members are requested to notify immediately any change of address:
 - i. to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - ii. to the Company at its Registered Office in respect of their physical shares, if any, quoting their folio number, banker's name and account number to ensure prompt and safe receipt of dividend warrants.
6. Members are requested :
 - i. to bring their copies of annual report, notice and attendance slip at the time of the meeting.
 - ii. to quote their folio nos./ ID nos. in all correspondence.
 - iii. to note that no gifts will be distributed in the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
8. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹2,76,918 being the unpaid and unclaimed dividend amount pertaining to Interim Dividend declared in financial year 2006-07 to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006, as on the date of the 18th Annual General Meeting (AGM) held on July 23 , 2013, under "Investors Section" on the Website of the Company. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

12. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz: "IIFL.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of IIFL Holdings Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs

are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on July 23, 2014 (9:30 am) and ends on July 25, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 20, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of June 20, 2014.
- VII. Mr. Nilesh Shah, Practicing Company Secretaries, (Membership No. M. No. F2631) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.indiaonline.com and on the website of NSDL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

INFORMATION AS REQUIRED UNDER CLAUSE 49 (IV) (G) (i) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED:

Re-appointment of Mr. Sunil Kaul (item No. 2):

Mr. Sunil Kaul is the Non Executive Director of IIFL Holdings Limited since November 05, 2011. He is also the Managing Director for Carlyle's Asia Buyout Fund focused on investments in the financial services sector across Asia. He is based in Singapore. Since joining Carlyle, apart from IIFL Holdings Limited (erstwhile 'India Infoline Limited'), Mr. Kaul has worked on several notable portfolio company investments including HDFC Ltd, India's leading financial services group, TC Bank, a leading mid-sized bank in Taiwan and Caribbean Investment Holdings, one of the largest provider of offshore company incorporation and trust services in Asia. Mr. Kaul serves as a director on the board of TC Bank and a member of its Risk and Executive Committees. He is also a member of the Asia Pacific Infrastructure Partnership.

Prior to joining Carlyle, Mr. Kaul served as the president of Citibank Japan, covering the bank's corporate and retail banking operations. He concurrently served as the chairman

of Citi's credit card and consumer finance companies in Japan. He was also a member of Citi's Global Management Committee and Global Consumer Planning Group.

Mr. Kaul has over 25 years' experience in commercial and investment banking of which more than 15 years have been in Asia. He has lived and worked in India, the United States, Japan, Netherlands and Singapore. In his earlier roles, Mr. Kaul served as the Head of Retail Banking for Citi in Asia Pacific. He has also held senior positions in Business Development for Citi's Global Transaction Services based in New York, Transaction Services Head for Citi Japan and Global Cash Business Management Head for ABN Amro, based out of Holland.

Mr. Kaul earned his post graduate degree in management from the Indian Institute of Management, Bangalore and a bachelor's degree in technology from the Indian Institute of Technology, Bombay.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying notice

Item No. 4

The members of the Company at their 16th Annual General Meeting held on 29th July, 2011, approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹5000 Crores (Rupees Five thousand crores).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary

loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹5000 Crores (Rupees Five thousand Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of

the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item no. 5

Mr. Nirmal Jain is one of the main promoters and founder of the Company and has been a significant contributor to the growth of the Company ever since its incorporation. He is one of the original Directors of our Company. He holds a Bachelors Degree in Commerce from University of Mumbai. The term of office of Mr. Nirmal Jain expires on April 22, 2015. Keeping in view his knowledge and expertise in the business affairs of the Company, the Board of Directors at their Meeting held on May 13, 2014 approved his re-appointment as the Chairman of the Company for a period of five years with effect from April 23, 2015, subject to the approval of shareholders at the Annual General Meeting. Mr. Nirmal Jain fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.

Pursuant to Section 203 of the Companies Act, 2013 and applicable rules issued there under, a whole time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time. In compliance with the section, the Board of Directors of India Infoline Finance Limited ("IIFL Finance"), a material subsidiary engaged in NBFC business, has appointed Mr. Nirmal Jain as Whole Time Director of IIFL Finance on May 13, 2014, on such terms and conditions as may be agreed between IIFL Finance and Mr. Jain. Also, it is proposed that the remuneration to Mr. Nirmal Jain shall be paid from IIFL Finance within the limits approved by its shareholders and in accordance with the applicable provisions of the Companies Act, 2013.

The copies of relevant resolutions of the Board of the Company and IIFL Finance in respect of his reappointment and appointment respectively are available for inspection by the Members at the registered office of the Company on any working day excluding Saturdays and holidays, upto the date of the ensuing Annual General Meeting between 11.00 a.m. and 1.00 p.m.

None of the Directors, except Mr. Nirmal Jain, and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Mr. R. Venkataraman is the Co-Promoter of the Company and has been immensely contributing to the affairs of the Company ever since its initial stages. The term of office of Mr. R Venkataraman expires on April 22, 2015. Keeping in view his valuable contribution to the business affairs of the Company, the Board of Directors at its Meeting held on May 13, 2014 approved his re-appointment as the Executive Director designated as Managing Director for a period of five years with effect from April 23, 2015 subject to the approval of shareholders at the Annual General Meeting. Mr. R Venkataraman fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.

Pursuant to Section 203 of the Companies Act, 2013 and applicable rules issued there under, a whole time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time. In compliance with the section, the Board of Directors of India Infoline Limited ("IIL"), a subsidiary engaged in broking, depository, investment banking business, has appointed Mr. R Venkataraman as Whole Time Director of IIL on May 10, 2014, on such terms and conditions as may be agreed between IIL and Mr. R Venkataraman. Also, it is proposed that the remuneration to Mr. R Venkataraman shall be paid from IIL within the limits approved by its shareholders and in accordance with the applicable provisions of the Companies Act, 2013.

The copies of relevant resolutions of the Board of the Company and IIL in respect of his reappointment and appointment respectively are available for inspection by the Members at the registered office of the Company on any working day excluding Saturdays and holidays, upto the date of the ensuing Annual General Meeting between 11.00 a.m. and 1.00 p.m.

None of the Directors, except Mr. R Venkataraman, and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Mr. A K Purwar is Independent Director of the Company. He joined the Board of Directors of the Company from March 10, 2008.

He is also the Chairman of India Venture Advisors Pvt. Ltd., Investment Manager to India Venture Trust – Fund I, the healthcare and life sciences focused on private equity fund sponsored by the Piramal Group.

He is working as Independent Director in leading companies in sectors such as Telecom, Steel, Textiles, Power, Auto Components, Renewable Energy, Engineering Consultancy, Financial Services and Healthcare Services. He is an Advisor to Mizuho Securities in Japan, Member of the Board of Management of Bombay Hospital Trust and is also a member of Advisory Board for Institute of Indian Economic Studies (IIES), Waseda University, Tokyo, Japan.

Mr. Purwar was the Chairman of State Bank of India, the largest bank in the country, from November '02 to May '06 and held several important and critical positions like Managing Director of State Bank of Patiala, Chief Executive Officer of the Tokyo branch covering almost the entire range of commercial banking operations in his illustrious career at the bank from 1968 to 2006. Mr. Purwar also worked as Chairman of Indian Bank Association during 2005 -2006. Mr. Purwar was the chairman of our NBFC Company, India Infoline Finance Limited till June 27, 2012.

Awards received by Mr. Purwar: "CEO of the year" award from the Institute for Technology & Management (2004); "Outstanding Achiever of the year" award from Indian Banks' Association (2004); "Finance Man of the Year" award by the Bombay Management Association in 2006.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. A K Purwar as an Independent Director for five consecutive years from April 1, 2014. In the opinion of the Board, Mr. Purwar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail continued services of Mr. Purwar as an Independent Director.

None of the Directors except Mr. Purwar and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Your Directors therefore commend the said resolution for your approval.

Item No. 8

Dr. S Narayan is Independent Director of the Company. He joined the Board of Directors of the Company in August 1, 2012.

Dr. S Narayan, a retired IAS, was an eminent public administrator for nearly four decades (1965 to 2004). He was in public service in the State and Central Government in development administration. Retired as Economic Advisor to the Prime Minister of India, he has rich experience in implementation of economic policies and monitoring of the special economic agenda of the Cabinet on behalf of the Prime Minister's Office, and is also experienced in formulation of macro-economic policy for the Government tariff and taxation policies, as well as initiatives for modernizing the capital markets.

Dr. Narayan hold M.Sc., MBM, M Phil, Ph.D. degree. He is a director on the board of several leading public limited Companies.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Dr. Narayan as an Independent Director for five consecutive years from April 1, 2014. In the opinion of the Board, Dr. Narayan fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail continued services of Dr. Narayan as an Independent Director.

None of the Directors except Dr. Narayan and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Your Directors therefore commend the said resolution for your approval.

Item No. 9

Mr. Kranti Sinha is Independent Director of the Company. He joined the Board of Directors of the Company in January 2005.

Mr. Kranti Sinha had completed his masters from the Agra University and started his career as a Class I Officer with Life Insurance Corporation of India (LIC). He served as the Director and Chief Executive of LIC Housing Finance Limited from August 1998 to December 2002 and concurrently as the Managing Director of LICHFL Care Homes Limited (a wholly-owned subsidiary of LIC Housing Finance Limited). He retired from the permanent cadre of the Executive Director of LIC; served as the Deputy President of the Governing Council of Insurance Institute of India and as a member of the Governing Council of National Insurance Academy, Pune apart from various other such bodies. Mr. Sinha is also on the Board of Directors of other public limited companies.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Kranti Sinha as an Independent Director for five consecutive years from April 1, 2014. In the opinion of the Board, Mr. Sinha fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail continued services of Mr. Sinha as an Independent Director.

None of the Directors except Mr. Sinha and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Your Directors therefore commend the said resolution for your approval.

Item No. 10

Mr. Nilesh Vikamsey – Board Member since February 2005 - is a practicing Chartered Accountant for 29 years and Senior Partner at M/s Khimji Kunverji & Co., Chartered Accountants, a member firm of HLB International, a world-wide organization of professional accounting firms and business advisers, ranked amongst the top 12 accounting groups in the world.

Mr. Vikamsey is an elected member of the Central Council of Institute of Chartered Accountants of India (ICAI) for two consecutive terms for 2010-2013 and 2013-2016, Mr. Vikamsey is a Chairman of Financial Reporting Review Board (FRRB), Vice Chairman of Corporate Laws and Corporate

Governance Committee and Committee on Information Technology and member of various Committees like Accounting Standard Board, Expert Advisory Committee, Committee on Banking, Insurance and Pension. He is convenor of ICAI Central Council Study Groups to give suggestions to Reserve Bank of India (RBI) on uniform Accounting Policies for Asset Reconstruction Companies, Suggestions on Companies Act, 2013 & its various Rules, Study Group to respond to various Exposure Drafts of International Financial Reporting Standards (IFRS) particularly Financial Instruments etc of ICAI.

Mr. Vikamsey is also Chairman of Qualified Audit Report Committee (QARC) of SEBI. (erstwhile member of SEBI Committee on Disclosure and Accounting Standards (SCODA)), member of Taxonomy Development & Review Committee and membership Development Committee of XBRL India.

Mr. Vikamsey is also on the Board of other public and private limited companies and Trustee in Sayagyi U Ba Khin Memorial Trust (Vipassana International Academy) and also in few trusts focusing on education.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Vikamsey as an Independent Director for five consecutive years from April 1, 2014. In the opinion of the Board, Mr. Vikamsey fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail continued services of Mr. Vikamsey as an Independent Director.

None of the Directors except Mr. Vikamsey and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

By Order of the Board

Dated: May 13, 2014
Place: Mumbai

Sunil Lotke
Company Secretary



IIFL HOLDINGS LIMITED
ANNUAL REPORT 2013-2014



Let the good times roll!

Let the good times roll!

India's economy and capital markets have passed through challenging times in the last five years. It began with global financial turmoil in 2008-09 and culminated with policy paralysis at home. It is law of nature that times keep changing. With the new government, there is renewed hope. The economic growth rate is expected to accelerate. The financial services sector being a leveraged play on the economy can see even faster growth. IIFL, one of leading financial services groups in India, is well prepared for good times ahead. As a nation, we had our share of difficult times and now let the good times roll!