



**IIFL Finance Limited**

**CIN: L67100MH1995PLC093797**

**Regd. Office** – IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Thane Industrial Area,  
Wagle Estate, Thane – 400 604

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

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

## NOTICE

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

### **ORDINARY BUSINESS:**

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

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

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

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

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

### **SPECIAL BUSINESS:**

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 thought fit, to pass, the following resolution as a **Special Resolution**:

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

## NOTICE (Contd.)

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

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

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

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

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

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

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

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

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

## NOTICE (Contd.)

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

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

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

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

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

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

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

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

## NOTICE (Contd.)

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

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

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

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

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

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

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

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

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

## NOTICE (Contd.)

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

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

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

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

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

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

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

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

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



## NOTICE (Contd.)

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

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

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

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

**By Order of the Board of Directors**

**For IIFL Finance Limited**

**Sneha Patwardhan**

Company Secretary  
ACS - 23266

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

Dated: April 26, 2023  
Place: Mumbai

## NOTICE (Contd.)

### Notes

1. Pursuant to General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars the Meeting of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the item no. 3 (Ordinary Business) and Special Businesses to be transacted at the Meeting is annexed hereto.

3. A Member entitled to physically attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars, the Meeting will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the Meeting to be conducted through VC/OAVM.

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

Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.

5. In compliance with the aforesaid MCA Circulars and Circulars issued by Securities and Exchange Board of India dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 ("SEBI Circulars"), Notice of the Meeting along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email address are registered with the Company/Depositories as on June 30, 2023. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the website of the Company i.e. [www.iifl.com](http://www.iifl.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Annual Report and the Notice is also available on the website of Link Intime India Private Limited ("Link Intime"), Registrar and Transfer Agent ("RTA") at <https://instavote.linkintime.co.in>. The Member who wishes to obtain hard copy of the notice of the AGM along with Annual Report for FY 2022-23 can send a request to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).

6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22.

7. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode upto the date of the Meeting i.e. Monday, July 31, 2023. Members can inspect the same by sending an email to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com)

9. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, July 25, 2023 to Monday, July 31, 2023 (both days inclusive).

10. Process for registration of email id for obtaining Annual Report and User ID/Password for e-voting and updation of bank account mandates is annexed to this Notice.

11. The Company has designated an exclusive e-mail id i.e. [shareholders@iifl.com](mailto:shareholders@iifl.com) to redress Members complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [shareholders@iifl.com](mailto:shareholders@iifl.com).

12. Members seeking any information/desirous of asking any questions at the Meeting with regard to the

## NOTICE (Contd.)

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

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

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

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

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

obtained from the concerned DP and holdings should be verified.

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

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

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



## NOTICE (Contd.)

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

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

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

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

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

module shall be disabled upon expiry of the aforesaid period.

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

## NOTICE (Contd.)

change it subsequently or cast the vote again.

- X. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- XI. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XII. The Scrutinizer, after scrutinizing the votes, within two (2) working days from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company i.e. [www.iifl.com](http://www.iifl.com). The results shall simultaneously be communicated to the Stock Exchanges.

XIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, July 31, 2023.

### XIV. Information and other instructions relating to remote e-voting are as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail id with their DPs to access e-voting facility.

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

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