



November 07, 2024

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 BSE Scrip Code: 532636</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 NSE Symbol: IIFL</b>
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**Sub: Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot by means of Remote e-Voting for seeking approval of Members of the Company for the business(s) as specified in the Postal Ballot Notice dated November 06, 2024, **(the "Notice")**. Accordingly, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice.

In compliance with the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent of the Company or depository(ies)/ depository participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the Depositories as on Tuesday, November 05, 2024.

The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting:** From 9:00 a.m. (IST) on Monday, November 11, 2024

**End of remote e-voting:** Till 5:00 p.m. (IST) on Tuesday, December 10, 2024

The Company has engaged the services of Link Intime India Private Limited as the agency to provide Remote e-Voting facility.

The Notice is hosted on the Company's website at [www.iifl.com](http://www.iifl.com) and also on the website of Link Intime India Private Limited.

Kindly take the same on record and oblige.

Thanking you,

For **IIFL Finance Limited**

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**Samrat Sanyal**  
**Company Secretary & Compliance Officer**  
**ACS - 13863**  
**Email Id:** [csteam@iifl.com](mailto:csteam@iifl.com)  
**Place:** Mumbai

**Encl:** as above



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)

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## NOTICE OF POSTAL BALLOT

### Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013, **(the "Act")**, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs **("MCA Circulars")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India and subject to other applicable Laws, Rules and Regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of IIFL Finance Limited **(the "Company")** (as on the Cut-off Date) is sought by means of postal ballot, only by way of Remote e-Voting process **("Remote e-Voting")** for Resolution set out below.

An Explanatory Statement pursuant to Section 102(1) and all other applicable provisions of the Act pertaining to the proposed Resolution setting out all the material facts and additional information as required under the Listing Regulations and SS-2, is annexed to this Postal Ballot Notice **(the "Notice")**.

The Remote e-Voting facility will be available during the following period:

**Commencement of Remote e-Voting:** From 9.00 a.m. (IST) on Monday, November 11, 2024.

**End of Remote e-Voting:** Till 5.00 p.m. (IST) on Tuesday, December 10, 2024.

In compliance with the aforesaid MCA Circulars, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent **("RTA")** of the Company or depository(ies)/depository participant(s) and whose name appear in the Register of Members/ List of Beneficial Owners of the Company provided by the Depositories as on Tuesday, November 05, 2024 (i.e. the **"Cut-off Date"**). The Members may note that the Notice will 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, and the website of Link Intime India Private Limited **("Link Intime")**, RTA of the Company at <https://instavote.linkintime.co.in>.

The Company has engaged the services of Link Intime as the agency to provide Remote e-Voting facility. The Members are requested to read the instructions in the Notes in this Notice to cast their votes electronically.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Board of Directors have appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah, Practicing Company Secretaries of M/s. Nilesh Shah and Associates, Mumbai as Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner. They have communicated their willingness for appointment and availability for the said purpose. The Scrutinizer's decision on the validity of the postal ballot shall be final.

The Scrutinizer will submit its report, after completion of scrutiny of the votes, to the Chairperson and/or Managing Directors of the Company or any person authorized by them. The results of the postal ballot/Remote e-Voting will be announced on or before Thursday, December 12, 2024 at the Registered Office and Corporate Office of the Company and the same, along with the Scrutinizer's Report, will be placed on the website of the Company i.e. [www.iifl.com](http://www.iifl.com) and on the website of the RTA i.e. <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for Remote e-Voting by the requisite majority of Members by means of postal ballot, i.e. Tuesday, December 10, 2024.

**SPECIAL BUSINESS****Item No. 1: To appoint Ms. Nirma Anil Bhandari (DIN: 02212973) as a Non-Executive Independent Director of the Company**

To consider, and if sought fit, to pass the following Resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Nirma Anil Bhandari (DIN: 02212973), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from September 16, 2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of five consecutive years commencing from September 16, 2024 to September 15, 2029, and that she shall not be liable to retire by rotation;

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

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

**Samrat Sanyal  
Company Secretary & Compliance Officer  
ACS - 13863**

**Registered Office:**

IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,  
Thane Industrial Area, Wagle Estate, Thane - 400 604  
CIN: L67100MH1995PLC093797  
E-mail: [shareholders@iifl.com](mailto:shareholders@iifl.com)  
Telephone No.: (91-22) 4103 5000

**Corporate Office:**

802, 8th Floor, Hubtown Solaris, N. S. Phadke Marg, Vijay  
Nagar, Andheri East, Mumbai - 400 069

**Date:** November 06, 2024

**Place:** Mumbai

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with the Rules framed thereunder and Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, concerning the special businesses in respect of Item No. 1 is annexed hereto and the special business set out above are sought to be passed by postal ballot.
2. Pursuant to Sections 108, 110 and all other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Tuesday, November 05, 2024 (**"Cut-off Date"**). A person who is not a Member as on the cut-off Date should treat this Notice for information purposes only. Physical copies of this Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to the Members. The communication of the assent or dissent of the Members would only take place through the Remote e-Voting system.
3. In compliance with the MCA Circulars, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent (**"RTA"**) of the Company or depository(ies)/depository participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the Depositories as on Tuesday, November 05, 2024.
4. The Company has engaged the services of Link Intime India Private Limited (**"Link Intime"**) for facilitating Remote e-Voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.
5. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as amended from time to time, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically.

The Remote e-Voting facility will be available during the following period:

**Commencement of Remote e-Voting:** From 9:00 a.m. (IST) on Monday, November 11, 2024.

**End of Remote e-Voting:** Till 5:00 p.m. (IST) on Tuesday, December 10, 2024.

The Remote e-Voting will not be allowed beyond the aforesaid date and time and the Remote e-Voting module shall be disabled upon expiry of the aforesaid period.

During this period, the Members of the Company (including those Members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the cut-off date, may cast their vote by electronic means in the manner as set out here in Note No. 14 below. Once the vote on Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. The Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) The Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by following the process available on the website of the Company at [www.iifl.com](http://www.iifl.com)

6. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member(s) / Beneficial Owner(s) (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.
7. The Notice will 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, and website of Link Intime at <https://instavote.linkintime.co.in>.
8. The Scrutinizer will submit its report, after completion of scrutiny of the votes, to the Chairperson and/or Managing Directors of the Company or any person authorized by them. The results of the postal ballot/Remote e-Voting will be announced on or before Thursday, December 12, 2024 at the Registered Office and Corporate Office of the Company and the same along with the Scrutinizer's Report, will be placed on the website of the Company i.e. [www.iifl.com](http://www.iifl.com) and the Company's RTA at <https://instavote.linkintime.co.in> and will also be simultaneously communicated to the Stock Exchanges.
9. The proposed resolution, if approved, will be taken as having duly passed on the last date specified for Remote e-Voting by the requisite majority of Members by means of postal ballot, i.e. Tuesday, December 10, 2024.

10. Pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, as amended from time to time, the details pertaining to this Notice will be published in one english national daily newspaper circulating throughout India (in english language) and one daily vernacular newspaper circulating in Mumbai (in vernacular language).
11. The Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.  
**For shares held in electronic form:** to their Depository Participants (DPs)  
**For shares held in physical form:** to the Company/RTA with details such as Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [shareholders@iifl.com](mailto:shareholders@iifl.com) or raise an email query at [https://liiplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html)
12. All relevant material documents referred to in the Notice and the Explanatory Statement, will be available for inspection in electronic mode without any fee by the Members from the date of circulation of this Notice until the last date of Remote e-Voting i.e. Tuesday, December 10, 2024. The Members can inspect such documents by sending an email from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).
13. Information of Directors seeking appointment/re-appointment through this postal ballot, as required under Regulation 36(3) of Listing Regulations and SS-2, is annexed to the Notice as **Annexure A**.
14. Information and other instructions relating to Remote e-Voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

Visit URL: <https://www.evoting.nsdl.com/>

- a) Click on the "Login" tab available under 'Shareholder/Member' section.
- b) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- d) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**Individual Shareholders holding securities in demat mode with CDSL:****METHOD 1 – From Easi/Easiest****Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System "Myeasi"
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the Remote e-Voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:** Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).
- 3. Click on 'Login' under '**SHARE HOLDER**' tab.
- 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organization ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### STEP 3 – Voting through Remote e-Voting.

The corporate shareholder can vote by two methods, once Remote e-Voting is activated:

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on 'Votes Entry' tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote voting.
- Enter '16-digit Demat Account No.' for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

#### Forgot Password:

#### Individual shareholders holding securities in physical form has forgotten the password:

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

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

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

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

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

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

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

15. In the case of queries/grievances relating to Remote e-Voting, Members may refer to the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on 022 – 4918 6000 or contact Mr. Jayprakash VP, Sr. Team Leader - Link Intime, address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, or to raise an email query at [https://iilplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://iilplweb.linkintime.co.in/rnthelpdesk/Service_Request.html), Tel: (0) 81081 16767.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED THROUGH POSTAL BALLOT:**

**Item No. 1**

The Board of Directors via Circular Resolution dated September 13, 2024, on recommendations of the Nomination and Remuneration Committee, appointed Ms. Nirma Anil Bhandari (DIN: 02212973) as an Additional Director in the capacity of Non-Executive Independent Director, not liable to retire by rotation, effective September 16, 2024, on the Board of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), listed entity shall ensure that the approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. In view of the same, the requisite approval from Members for appointment of Ms. Bhandari, is being sought within the statutory timeline of three (3) months through this postal ballot.

The Company has received a declaration from Ms. Bhandari to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and that she meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI"). In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She has confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act. She also confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and have given her consent to act as a Director of the Company. The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature as Non-Executive Independent Director of the Company.

In the opinion of the Board, Ms. Bhandari is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, is independent of the management of the Company and her appointment will benefit the Company.

The brief profile and other details of Ms. Bhandari, seeking appointment through this Notice, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed to this Notice as **Annexure A**.

Ms. Bhandari shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board or Committees thereof or for any other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The necessary documents relating to her appointment including copy of the letter of appointment setting out the terms and conditions of appointment, shall be open for inspection in electronic mode without any fee by the Members from the date of circulation of this Notice until the last date of Remote e-Voting i.e. Tuesday, December 10, 2024. Members can inspect such documents by sending an email from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).

Accordingly, the Board recommends the Special Resolution set out in Item No. 1 of this Notice for approval of the Members.

Members are requested to grant their approval by way of a Special Resolution for appointment of Ms. Nirma Anil Bhandari as Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years commencing from September 16, 2024 to September 15, 2029, not liable to retire by rotation.

Except Ms. Bhandari and her relatives, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

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

**Date:** November 06, 2024  
**Place:** Mumbai

**Samrat Sanyal**  
**Company Secretary & Compliance Officer**  
**ACS - 13863**

**Registered Office:**

IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,  
Thane Industrial Area, Wagle Estate, Thane - 400 604  
CIN: L67100MH1995PLC093797  
E-mail: [shareholders@iifl.com](mailto:shareholders@iifl.com)  
Telephone No.: (91-22) 4103 5000

**Corporate Office:**

802, 8th Floor, Hubtown Solaris, N. S. Phadke Marg, Vijay  
Nagar, Andheri East, Mumbai - 400 069

## ANNEXURE A

**Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2**

<b>Name</b>	Nirma Anil Bhandari
<b>DIN</b>	02212973
<b>Date of Birth/Age</b>	August 08, 1973 (51 Years)
<b>Nationality</b>	Indian
<b>Date of first Appointment on the Board</b>	September 16, 2024
<b>Qualification(s)</b>	Cost Accountant
<b>Nature of expertise in specific functional areas</b>	Information Technology Risk, Audit, Cyber Security, Governance, Risk and Compliance, Data Privacy, Robotics GRC.
<b>Shareholding in the Company (including beneficial ownership)</b>	Nil
<b>Number of Meetings of the Board attended during the year (FY 2024-25)</b>	2
<b>Last drawn remuneration (including sitting fees and commission) (FY 2024-25)</b>	2,30,000/-
<b>Directorship in other Listed Companies</b>	Navneet Education Limited
<b>Chairman/Member in the Committees of the other Boards of Companies [Includes only Audit Committee and Stakeholders Relationship Committee (SRC)]</b>	Navneet Education Limited (Audit Committee- Member, Stakeholders Relationship Committee- Member)
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil
<b>Skills and capabilities required for the role</b>	<p>Ms. Nirma Anil Bhandari specializes in Information Technology Risk, Audit, Cyber Security, Governance, Risk and Compliance, Data Privacy, Robotics GRC.</p> <p>Considering the profile and experience of Ms. Nirma Anil Bhandari, the Nomination and Remuneration Committee and the Board of Directors are of the view that she meets the skills and capabilities required for this role.</p>
<b>Remuneration sought to be paid</b>	With respect to proposed appointment of Ms. Nirma Anil Bhandari in this Notice, remuneration may be paid by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board or Committees thereof or for any other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
<b>Relationship with other Directors and Key Managerial Personnel</b>	Not related to any Director/Key Managerial Personnel

<b>Terms and conditions of appointment or re-appointment</b>	<p>As per the resolution set out at Items No. 1 of the Notice read with statement pursuant to Section 102 of the Companies Act, 2013.</p>
<b>Brief profile</b>	<p>Ms. Nirma Anil Bhandari is a Cost Accountant and embodies an extensive experience of 20 + years. Ms. Bhandari mentors the Information Risk Management segment of a leading advisory firm, wherein, during the last 20 years, she has acquired substantial knowledge in the areas related to Information Technology Risk, Audit, Cyber Security, Governance, Risk and Compliance, Data Privacy and Robotics GRC. Thanks to her in-depth experience in assessing risks for data centres, networks, varied technology platforms and core IT processes, Nirma has helped large enterprises by consulting/implementing cutting-edge solutions in cybersecurity and the best practices for critical technology risk functions. She has led teams in various engagements for regulatory advisory assessments, frameworks, consulting, reviews, audits, training, etc., for large Banking, Telecom, Insurance, Mutual Funds, and Other Financial and Non-Financial Services companies.</p> <p>Ms. Bhandari also devotes her time to philanthropic activities through her family foundation that focuses on child welfare and actively volunteers through several NGOs that support various causes.</p>