

August 09, 2023

<p><b>The Manager,</b> <b>Listing Department,</b> <b>BSE Limited,</b> <b>Phiroze Jeejeebhoy Tower, Dalal Street,</b> <b>Mumbai 400 001</b> <b>Tel No.: 22721233</b> <b>Fax No.: 22723719/22723121/22722037</b> <b>BSE Scrip Code: 542773</b></p>	<p><b>The Manager,</b> <b>Listing Department,</b> <b>The National Stock Exchange of India Ltd.,</b> <b>Exchange Plaza, 5 Floor, Plot C/1, G Block,</b> <b>Bandra - Kurla Complex, Bandra (E),</b> <b>Mumbai 400 051</b> <b>Tel No.: 2659 8235 Fax No.: 26598237</b> <b>NSE Symbol: IIFLSEC</b></p>
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**Sub: Notice of the 28<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

We wish to inform you that the 28<sup>th</sup> Annual General Meeting ('AGM') of the Members of the IIFL Securities Limited ('the Company') is scheduled to be held on Thursday, August 31, 2023 at 11:00 a.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder read with MCA General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No 02/2022 dated May 05, 2022 and Circular No 10/2022 dated December 28, 2022 (Collectively refers as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (Collectively refers as "SEBI Circulars") respectively.

Further, pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the detailed Notice of 28<sup>th</sup> AGM of the Company.

Kindly take the same on record and oblige.

Thanking You,  
Yours faithfully,  
**For IIFL Securities Limited**

**Meghal Shah**  
**Company Secretary**

**IIFL Securities Limited**

Corporate Identity Number: **L99999MH1996PLC132983**

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

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: [secretarial@iifl.com](mailto:secretarial@iifl.com) • Website: [www.iiflsecurities.com](http://www.iiflsecurities.com)



**IIFL Securities Limited**  
**CIN: L99999MH1996PLC132983**

**Regd. Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC,  
Thane Industrial Area, Wagle Estate, Thane - 400 604  
Tel: (91-22) 62727000 • Fax: (91-22) 2580 6654  
E-mail: secretarial@iifl.com • Website: www.iiflsecurities.com

## Notice

**NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF IIFL SECURITIES LIMITED WILL BE HELD ON THURSDAY, AUGUST 31, 2023, AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:-**

### **ORDINARY BUSINESS:**

#### **Item No. 1**

#### **To receive, consider and adopt:**

- 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

**"RESOLVED THAT** the Audited Standalone financial statement(s) of the Company for the Financial Year ended March 31, 2023 along with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

- The audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2023, together with Auditors report thereon.

**"RESOLVED THAT** the Audited Consolidated financial statement(s) of the Company for the Financial Year ended March 31, 2023 along with the reports of the Auditors thereon, be and are hereby received, considered and adopted."

#### **Item No. 2**

#### **To appoint a Director in place of Mr. Narendra Jain (DIN: 01984467), who retires by rotation and being eligible, offers himself for re-appointment:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 read with Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013, Mr. Narendra Jain (DIN: 01984467), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESS:**

#### **Item No. 3**

**To approve sale/disposal of asset(s) of the material subsidiary and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 24 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI Listing Regulations") and subject to requisite statutory/regulatory approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to sale or dispose off assets of the material subsidiary amounting to more than 20% of the assets of the material subsidiary, to buyers/third-parties through various modes including by way of asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the subsidiary, in one or more tranches, on such terms and conditions and in such manner as the Board may deem fit in the best interest of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

**Item No. 4**

**To approve material related party transactions with IIFL Finance Limited and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and the Company's Policy on Related Party Transactions and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent and 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) for entering into transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) thereto with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, in terms and conditions as mentioned in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT the said transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company from 28<sup>th</sup> Annual General Meeting (AGM) of the Company till the 29<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months;

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

**Item No. 5**

**To approve material related party transactions with IIFL Home Finance Limited and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and the Company's Policy on Related Party Transactions and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent and 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) for entering into transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) thereto with IIFL Home Finance Limited, being a Related Party as per SEBI Listing Regulations, in terms and conditions as mentioned in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT the said transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company from 28<sup>th</sup> Annual General Meeting (AGM) of the Company till the 29<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months;

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

**Item No. 6**

**To approve material related party transactions between IIFL Facilities Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited, and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and the Company’s Policy on Related Party Transactions and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent and 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) for transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) thereto, to be entered between IIFL Facilities Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, in terms and conditions as mentioned in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT the said transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) shall be carried out at arm’s length basis and in the ordinary course of business of the company from 28<sup>th</sup> Annual General Meeting (AGM) of the Company till the 29<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months;

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

**Item No. 7**

**To approve material related party transactions between IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited, and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and the Company’s Policy on Related Party Transactions and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent and 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) for transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) thereto, to be entered between IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, in terms and conditions as mentioned in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT the said transaction(s)/contract(s)/arrangement(s)/agreements or modification(s) shall be carried out at arm’s length basis and in the ordinary course of business of the company from 28<sup>th</sup> Annual General Meeting (AGM) of the Company till the 29<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months;

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

**Item No. 8**

**To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass with or without modification(s), 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 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) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, upto ₹ 500 crores (Rupees Five Hundred crores only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider

proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilisation of the issue proceeds and all matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or its duly constituted committee be and is hereby authorised to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution.”

**By Order of the Board of Directors**

Date: April 24, 2023  
Place: Mumbai

**Meghal Shah**  
Company Secretary  
ACS- 53569

**Regd. Office:**  
IIFL House, Sun Infotech Park,  
Road No. 16V, Plot No. B-23, MIDC,  
Thane Industrial Area, Wagle Estate,  
Thane - 400 604  
Email - secretarial@iifl.com

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out the material facts in respect of the Special Business and the relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI Listing Regulations") and Secretarial Standard on General Meeting (SS-2) with respect to Director seeking re-appointment at this Annual General Meeting ("AGM") are annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), Vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, and General Circular No. 10/2022 dated December 28, 2022 respectively, ("MCA Circulars"), has permitted, *inter-alia*, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility till September 30, 2023. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 28<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the 28<sup>th</sup> AGM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM facility will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the meeting, 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 AGM.
5. Pursuant to the provisions of Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 28<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 28<sup>th</sup> AGM and facility for those members participating in the 28<sup>th</sup> AGM to cast vote through e-Voting system during the 28<sup>th</sup> AGM. For this purpose, Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-Voting, for participation in the 28<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 28<sup>th</sup> AGM.  
  
The members can opt for only one mode of voting i.e., remote e-Voting or e-Voting at the 28<sup>th</sup> AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the 28<sup>th</sup> AGM will not be considered.
7. In terms of the MCA Circulars, the Notice calling the AGM and Audited Financial Statement for the Financial Year 2022-23 has been uploaded on the website of the Company i.e. [www.iiflsecurities.com](http://www.iiflsecurities.com). The Notice can also be accessed on the websites 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 AGM Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Notice of the 28<sup>th</sup> AGM along with the Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited and CDSL ("Depositories").  
  
In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23



- and Notice of the 28<sup>th</sup> AGM of the Company, may send request to the Company's email address at [secretarial@iifl.com](mailto:secretarial@iifl.com) mentioning Folio No./ DP ID and Client ID.
9. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 28<sup>th</sup> AGM and the Annual Report for the financial year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
    - a. Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [secretarial@iifl.com](mailto:secretarial@iifl.com) or to Link Intime India Private Limited ("RTA/Linkintime") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
    - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
  10. Pursuant to Section 91 of the Act, read with Regulation 42 of the SEBI Listing Regulations, the Register of Members and the Share Transfer Book of the Company will remain closed from August 25, 2023 to August 31, 2023 (both days inclusive).
  11. During the year 2022-23, the Company declared and paid an interim dividend of ₹ 3/- per equity share (i.e. 150% of face value of ₹ 2/- per share). The same shall be considered as final dividend. Members are requested to note that, dividends if not encashed and which remains unclaimed for a period of seven (7) consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their unclaimed dividends from the Company, within the stipulated timeline.
  12. Statutory Registers, financial statement and all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members. Members who wish to inspect or seek any information in relation to the same are requested to write to the Company through e-mail on [secretarial@iifl.com](mailto:secretarial@iifl.com).
  13. The SEBI vide Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated furnishing of Permanent Account Number (PAN), KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).
  14. Members may note that, in terms of the SEBI Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
  15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank account, etc., to their DPs if the shares are held by them in electronic form and to RTA if the shares are held by them in physical form.
  17. 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 Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company. These forms will be made available on request.
  18. The Company has designated an exclusive e-mail id to redress shareholders' complaints/grievances. In case you have any queries/complaints/grievances, then please write to us at [secretarial@iifl.com](mailto:secretarial@iifl.com).
  19. Members can raise questions during the meeting or in advance at [secretarial@iifl.com](mailto:secretarial@iifl.com) or [investor.relations@iifl.com](mailto:investor.relations@iifl.com) in the manner as prescribed in this notice. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

20. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. August 24, 2023.
21. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address to [cssnehalshah@gmail.com](mailto:cssnehalshah@gmail.com) with a copy marked to [secretarial@iifl.com](mailto:secretarial@iifl.com).
22. The resolutions approved/voted by the Members through remote e-voting are deemed to have been passed as if they have been passed at a General Meeting of Members. The date of declaration of results of the e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
23. The Board of Directors have appointed CS Snehal Shah & Associates (Membership No. FCS 6114) and failing him CS Krishna Shah, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Consolidated Results of remote e-voting and voting at the 28<sup>th</sup> AGM shall be declared within two working days of the conclusion of 28<sup>th</sup> AGM of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.iiflsecurities.com](http://www.iiflsecurities.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
24. Statutory Registers and documents referred to in the Notice and Explanatory statement are open for inspection by the Members at the Registered office of the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. upto the date of the 28<sup>th</sup> AGM.
25. The information and instructions for shareholders for remote e-voting are as under:

In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed

in this Notice by electronic means (remote e-voting). The remote e-voting facility is provided by CDSL.

- i. The voting period begins on Saturday, August 26, 2023 at 9.00 a.m. and ends on Wednesday, August 30, 2023 at 5.00 p.m. 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 August 24, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of SEBI Listing Regulations listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website i.e. <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab.</li> <li>After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting services provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 4886 7000 and 022 2499 7000.

v. Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Physical Shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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**For Physical Shareholders and other than individual shareholders holding shares in Demat.**

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload Board Resolution and Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - A scanned copy of the Board Resolution and POA which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [cssnehalshah@gmail.com](mailto:cssnehalshah@gmail.com) and [secretarial@iifl.com](mailto:secretarial@iifl.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@iifl.com](mailto:secretarial@iifl.com) or [investor.relations@iifl.com](mailto:investor.relations@iifl.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@iifl.com](mailto:secretarial@iifl.com) or [investor.relations@iifl.com](mailto:investor.relations@iifl.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested/scanned copy of PAN card), AADHAR (self

attested scanned copy of Aadhar Card) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [secretarial@iifl.com](mailto:secretarial@iifl.com).

2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

#### **PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS: -**

##### **a. For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**

##### **b. For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their

e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the DP.

##### **c. Registration of email id for shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**On submission of the shareholders details an OTP will be received by the shareholder who needs to be entered in the link for verification.**

##### **d. Registration of Bank Details for physical shareholders:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**

# Annexure to the Notice:

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

### Item No. 3

#### To approve sale/disposal of asset(s) of the material subsidiary

It is proposed to sale/dispose of assets, in IIFL Facilities Services Limited ("IIFL Facilities"), material subsidiary of the Company to the third-parties through various modes including by way of asset sale or through other contractual arrangements. Proceeds of such sale will be utilized by IIFL Facilities for the repayment of term loan availed by mortgaging its assets and any other purpose in connection with the business activities of the company on such terms and conditions as the board may deem fit.

The Management believes that the consideration from the sale of assets of the subsidiary will generate significant shareholder value by monetization and will be in the best interest of the company.

In terms of Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI Listing Regulations"), selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Members by way of a special resolution.

In view of the aforesaid regulatory requirement, approval of the Members is sought for the resolution proposed in the Item no. 3 of the notice. The approval sought for the transaction(s) mentioned above are not proposed to be carried out with Promoters, Persons Acting in Concert, Directors or Key Managerial Personnels.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### parties

#### 1. Name of the related party, nature of relationship, type & value of the proposed transaction:

Name of the Related Party	IIFL Finance Limited		IIFL Home Finance Limited	
	Related Party as per Accounting Standards and SEBI Listing Regulations			
Nature of Relationship	Value of the proposed Transaction			
Type of transaction	Value of the proposed Transaction		Value of the proposed Transaction	
	₹ in Cr	% of Company's annual consolidated turnover based on FY 2022-23	₹ in Cr	% of Company's annual consolidated turnover based on FY 2022-23
<b>Inter-corporate deposits ("ICD")</b>				
<b>1. ICD given</b>				
1(a) Aggregate ICD given	1500	109%	1500	109%
1(b) Maximum outstanding (ICD given)*	700	51%	200	15%

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

### Item No. 4 to 7

#### Approval for the material related party transactions

Pursuant to Regulation 23 of the SEBI Listing Regulations, as amended, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Further, such material related transactions shall require prior approval of shareholders through ordinary resolution.

The Company and/or its subsidiaries may give/avail Inter-Corporate Deposits from time to time, with Related Party in terms of Regulation 2(1)(zc) of SEBI Listing Regulations, as and when required. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company/or its subsidiaries and have been approved by the Audit committee and the Board of Directors at their respective meetings.

In view of the above, approval of the shareholders is sought for the material related party transactions to be entered by the Company and/or its subsidiaries with the related parties which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, from 28<sup>th</sup> AGM till 29<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth below:

#### A) Transactions between the Company with its related



Name of the Related Party	IIFL Finance Limited		IIFL Home Finance Limited	
	Related Party as per Accounting Standards and SEBI Listing Regulations			
Nature of Relationship	Value of the proposed Transaction		Value of the proposed Transaction	
Type of transaction	₹ in Cr	% of Company's annual consolidated turnover based on FY 2022-23	₹ in Cr	% of Company's annual consolidated turnover based on FY 2022-23
<b>2. ICD taken</b>				
2(a) Aggregate ICD taken	1500	109%	1500	109%
2(b) Maximum outstanding (ICD taken)*	700	51%	200	15%

\* The ceiling on the amount of transactions specified as above means the transactions remaining outstanding at the end of any day.

**2. Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity**

Type of proposed transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtedness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
1. Inter-corporate deposits given	From the date of 28 <sup>th</sup> AGM to 29 <sup>th</sup> AGM for a period not exceeding fifteen months	SBI 1 year MCLR + Credit spread of 250 to 350 basis points	Unsecured	Bullet repayment on maturity or payable/receivable on demand	From own capital including retained earnings	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the transactions of further investment of surplus funds and carried out in accordance with the available funds.	These transactions of the Company are regular business and in accordance with the applicable laws.
2. Inter-corporate deposits taken								

**B) Transactions between the wholly owned subsidiary companies with the related party of the Company**

**1. Name of the related party, nature of relationship, type & value of the proposed transaction:**

Name of the Related Party	IIFL Facilities Services Limited (WOS) with IIFL Finance Limited			IIFL Management Services Limited (WOS) with IIFL Finance Limited		
	Related Party as per Accounting Standards and SEBI Listing Regulations					
Nature of Relationship	Value of the proposed Transaction			Value of the proposed Transaction		
Type of transaction	₹ in Cr	% of Company's annual consolidated turnover based on FY 2022-23	% of subsidiaries annual turnover on standalone basis	₹ in Cr	% of Company's annual consolidated turnover based on FY 2022-23	% of subsidiaries annual turnover on standalone basis
<b>Inter-corporate deposits ("ICD")</b>						
<b>1. ICD given</b>						
1(a) Aggregate ICD given	1500	109%	2063%	500	36%	1075%
1(b) Maximum outstanding (ICD given)*	700	51%	963%	200	15%	430%
<b>2. ICD taken</b>						
2(a) Aggregate ICD taken	1500	109%	2063%	500	36%	1075%
2(b) Maximum outstanding (ICD taken)*	700	51%	963%	200	15%	430%

\* The ceiling on the amount of transactions specified as above means the transactions remaining outstanding at the end of any day.

**2. Type, Material terms including tenure, rate of interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity**

Type of proposed transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtedness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
1. Inter-corporate deposits given	From the date of 28 <sup>th</sup> AGM to 29 <sup>th</sup> AGM for a period not exceeding fifteen months	SBI 1 year MCLR + Credit spread of 250 to 350 basis points	Unsecured	Bullet repayment on maturity or payable/receivable on demand	From own capital including retained earnings	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures further investment of surplus funds and is being made out of the free float of available funds.	These transactions of the Company are regular business carried out at arm's length and in accordance with the applicable laws.
2. Inter-corporate deposits taken								

**With respect to the above matter, the Members are requested to note the following disclosure of interest between the Company with its related parties:**

Sr. No.	Name of the Related Parties of the Company	Nature of Concern or Interest
1	IIFL Finance Limited (IIFL FIN)	Mr. Nirmal Jain and Mr. R. Venkataraman are Executive Directors of IIFL FIN. Mr. Nirmal Jain and Mr. R. Venkataraman are promoters of IIFL FIN and both holds along with their relatives & persons acting in concert 94,547,490 equity shares i.e. 24.85% in IIFL FIN.
2	IIFL Home Finance Limited (IIFLHFL)	Mr. Nirmal Jain and Mr. R. Venkataraman are Non-Executive Directors of IIFLHFL. Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL FIN and IIFLHFL is a Wholly Owned Subsidiary of the IIFL FIN.

**Further to the above, the following is the disclosure of interest between wholly owned subsidiary (WOS) companies with the related parties of the Company.**

Sr. No.	Name of the Entities	Nature of Concern or Interest
1	IIFL Facilities Services Limited (IIFLFSL), WOS	Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL Securities Limited (ISL) and IIFLFSL is a Wholly Owned Subsidiary of the ISL.
2	IIFL Management Services Limited (IIFLMSL), WOS	Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL Securities Limited (ISL) and IIFLMSL is a Wholly Owned Subsidiary of the ISL.
3	IIFL Finance Limited (IIFL FIN)	Mr. Nirmal Jain and Mr. R. Venkataraman are Executive Directors of IIFL FIN. Mr. Nirmal Jain and Mr. R. Venkataraman are promoters of IIFL FIN and both holds along with their relatives & persons acting in concert 94,547,490 equity shares i.e. 24.85% in IIFL FIN.

Except the above Directors, Promoters and their Relatives, none of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at item nos. 4 to 7.

Your Directors recommend the passing of the Ordinary Resolutions set out at Item Nos. 4 to 7 of the Notice, for the approval of the Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolutions at Item Nos. 4 to 7 of the Notice whether the entity is a related party to the particular transaction or not.

## Item No. 8

### Approval for offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis

As per Section 42 of the Companies Act, 2013 ("**the Act**"), read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year. In order to augment long-term resources for financing, *inter alia*, the ongoing expenditure and for business purposes, the Board may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement, issuable/ redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the year, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice

Your Directors recommend the passing of the Special Resolution set out at Item Nos. 8 of the Notice, for the approval of the Members.

**Information Pertaining to Director seeking appointment/re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.**

<b>Particulars</b>	<b>Mr. Narendra Jain</b>
Date of Birth	September 25, 1971
Nationality	Indian
Date of Appointment	May 13, 2014
Qualifications	B.Com and Chartered Accountant
Expertise in specific functional areas	Mr. Narendra Jain is a Whole time Director on the Board of the Company. He holds a bachelor's degree in commerce from the University of Mumbai and is a qualified Chartered Accountant. He has over 28 years of experience in the financial services industry, specifically in areas such as operations, taxation, internet banking, and finance. In the past, he was associated with ICICI Brokerage Service Limited, where he worked in areas like operations, risk, compliance and design and development of systems and processes. He was also associated with Hindustan Petroleum Corporation Limited, where he was involved in indirect taxation and marketing analytics.
Number of shares held in the Company	105000 as on March 31, 2023
Directorships held in other public companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• IIFL Management Services Limited</li> <li>• Livlong Protection &amp; Wellness Solutions Limited (Formerly known as IIFL Corporate Services Limited) (Formerly known as IIFL Asset Reconstruction Limited)</li> <li>• IIFL Securities Services IFSC Limited</li> </ul>
Attendance in number of Board eligible during the financial year 2022-23	5/5
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee in public limited companies)	Nil
Relationships between Directors inter-se	None
Remuneration details (in million)	₹ 12.26
Stock Option (Exercised and allotted in no.)	22500 (during FY 2022-23)

**By Order of the Board of Directors**

Date: April 24, 2023  
Place: Mumbai

**Meghal Shah**  
Company Secretary  
ACS- 53569

**Regd. Office:**

IIFL House, Sun Infotech Park,  
Road No. 16V, Plot No. B-23, MIDC,  
Thane Industrial Area, Wagle Estate,  
Thane - 400 604  
Email - secretarial@iifl.com