

May 09, 2024

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636	The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL
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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 May 01, 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 Friday, May 03, 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 Sunday, May 12, 2024

End of remote e-voting: Till 5.00 p.m. (IST) on Monday, June 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 and also on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

Kindly take the same on record and oblige.

Thanking you,

For IIFL Finance Limited

Mauli Agarwal
Company Secretary & Compliance Officer
Email Id: csteam@iifl.com
Place: Mumbai

Encl: as above

IIFL Finance Limited

CIN No.: L67100MH1995PLC093797

Corporate Office – 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

Tel: (91-22) 6788 1000. Fax: (91-22) 6788 1010

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

Tel: (91-22) 4103 5000. Fax: (91-22) 2580 6654 E-mail: csteam@iifl.com Website: www.iifl.com



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 Website: www.iifl.com

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. 09/2023 dated September 25, 2023, 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 Members of IIFL Finance Limited **(the "Company")** (as on the Cut-off Date) is sought by means of postal ballot by way of remote e-voting process **("remote e-voting")** for Resolutions set out below.

An Explanatory Statement pursuant to Section 102 and all other applicable provisions of the Act pertaining to the proposed resolutions 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 Sunday, May 12, 2024.

End of remote e-voting: Till 5.00 p.m. (IST) on Monday, June 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 Friday, May 03, 2024 (i.e. the **"Cut-off Date"**). Members may note that the Notice will be available on the website of the Company i.e. www.iifl.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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. 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 of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, 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 shall be declared on or before Wednesday, June 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 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 resolutions, 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. Monday, June 10, 2024.

SPECIAL BUSINESS(S):**Item No. 1:****To appoint Mr. Nihar Niranjana Jambusaria (DIN: 01808733) 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, Mr. Nihar Niranjana Jambusaria (DIN: 01808733), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from March 13, 2024, and who has submitted a declaration that he 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 his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director to hold office for a term of five consecutive years commencing from March 13, 2024 to March 12, 2029, not 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."

Item No. 2:**To appoint Mr. Bijou Kurien (DIN: 01802995) 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, Mr. Bijou Kurien (DIN: 01802995), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from March 13, 2024, and who has submitted a declaration that he 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 his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director to hold office for a term of five consecutive years commencing from March 13, 2024 to March 12, 2029, not 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."

Item No. 3:**To appoint Mr. Arun Kumar Purwar (DIN: 00026383) as a Non-Executive Non-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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 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, Mr. Arun Kumar Purwar (DIN: 00026383), who was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from April 01, 2024 and in respect of whom the Company has received a notice under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations, approval of the Members be and is hereby accorded for appointment of Mr. Arun Kumar Purwar, as a Non-Executive Non-Independent Director of the Company, on account of his attaining the age of 75 years on the date of appointment;

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."

Item No. 4:

To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Non-Independent Director of the Company

To consider, and if sought fit, to pass the following Resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 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, Mr. Gopalakrishnan Soundarajan (DIN: 05242795), who is appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from May 11, 2024 and in respect of whom the Company has received a notice under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, 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**

**Sd/-
Mauli Agarwal
Company Secretary & Compliance Officer
ACS - 31107**

Date: May 01, 2024

Place: Mumbai

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

Telephone No.: (91-22) 4103 5000

Corporate Office:

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

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 business(s) in respect of Item Nos. 1 to 4 is annexed hereto and the special business(s) 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 Friday, May 03, 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 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 General Circular No. 09/2023 dated September 25, 2023, as amended from time to time, read with other relevant circulars issued by the Ministry of Corporate Affairs ("**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 Friday, May 03, 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 resolutions 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 Sunday, May 12, 2024.
End of remote e-voting: Till 5:00 p.m. (IST) on Monday, June 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 Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
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, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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 shall be declared on or before Wednesday, June 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 and the Company's RTA at <https://instavote.linkintime.co.in> and will also be simultaneously communicated to the Stock Exchanges.
9. The proposed resolutions, 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. Monday, June 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. 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 or to raise an email query at 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. Monday, June 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.
13. Information of Directors seeking appointment/reappointment 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 09, 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/physical mode is given below:

Type of Members	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>METHOD 1 - If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsd.com and click on "Beneficial Owner" icon under "Login". Enter user id and password. Post successful authentication, click on "Access to e-voting". 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. <p>OR</p> <p>User who have not registered for IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsd.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on "Access to e-voting". 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. <p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsd.com Click on the "Login" tab available under 'Shareholder/Member' section. 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. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting". 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.

Type of Members	Login Method
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – If registered with CDSL Easi/Easiest facility</p> <p>Users who have registered for Easi/Easiest facility.</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password 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. 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. <p>OR</p> <p>Users who have not registered for CDSL Easi/Easiest facility.</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. 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. <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account 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.
<p>Individual shareholders holding securities in demat mode with depository participants</p>	<p>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.</p> <ol style="list-style-type: none"> Login to DP website After Successful login, members shall navigate through "e-voting" tab under Stocks option. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. 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.

Type of Members	Login Method
Individual Shareholders holding securities in Physical mode/ Non-Individual shareholders holding securities in Demat mode	<p>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:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> 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. <p>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>*Shareholders holding shares in NSDL form, shall provide 'D' above</p> <ul style="list-style-type: none"> ➤ 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 **'Favor / 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. Favor / 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 at Sr. No. 2 above in the table). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to <https://instavote.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

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) 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 evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favor / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favor / Against, click on 'Submit'.
- g) 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:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favor / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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 or contact on: 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 evoting@nsdl.co.in or call 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 helpdesk.evoting@cdslindia.com 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 shareholder is having valid email address, Password will be sent to his/her registered e-mail address. Shareholder 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 above mentioned 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 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://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html, Tel: (0)8108116767.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(S) TO BE TRANSACTED THROUGH POSTAL BALLOT:**Item Nos. 1 and 2:**

The Board of Directors at its meeting held on March 13, 2024, on recommendations of the Nomination and Remuneration Committee, appointed Mr. Nihar Niranjana Jambusaria (DIN: 01808733) and Mr. Bijou Kurien (DIN: 01802995) as Additional Directors in the capacity of Non-Executive Independent Director effective March 13, 2024, on the Board of the Company, not liable to retire by rotation.

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 approval of shareholders 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 Mr. Nihar Niranjana Jambusaria and Mr. Bijou Kurien, are being sought within the statutory timeline of three (3) months through this postal ballot.

The Company has received a declaration from them to the effect that they meet 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 they meet the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI"). In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. They have also confirmed that they are 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.

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

In the opinion of the Board, Mr. Nihar Niranjana Jambusaria and Mr. Bijou Kurien are persons 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, are independent of the management of the Company and also meet the Fit and Proper criteria as specified by the RBI guidelines. Their appointment will benefit the Company.

The brief profiles and other details of Mr. Nihar Niranjana Jambusaria and Mr. Bijou Kurien, 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**.

Mr. Nihar Niranjana Jambusaria and Mr. Bijou Kurien shall be entitled to remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The necessary documents relating to their 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. Monday, June 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

Accordingly, the Board recommends the Special Resolutions set out in Item Nos. 1 and 2 of this Notice for approval of the Members.

Members are requested to grant their approval by way of a Special Resolution for appointment of Mr. Nihar Niranjana Jambusaria and Mr. Bijou Kurien as Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years commencing from March 13, 2024 to March 12, 2029, not liable to retire by rotation.

Except the respective directors and their 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 Resolutions set out at Item Nos. 1 and 2 of the Notice.

Item No. 3:

The Company had re-appointed Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company, in its Annual General Meeting held on September 30, 2019, to hold office for second term of five consecutive years commencing from April 01, 2019 to March 31, 2024. Accordingly, Mr. Arun Kumar Purwar completed his second term as an Independent Director of the Company and consequently ceased to be Independent Director of the Company effective March 31, 2024, close of business hours.

The Board of Directors at its meeting held on March 26, 2024, on recommendation of the Nomination and Remuneration Committee and considering industry expertise, leadership and mentorship of Mr. Arun Kumar Purwar, appointed him as an Additional Non-Executive Non-Independent Director on the Board of the Company effective April 01, 2024, liable to retire by rotation.

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 approval of shareholders 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 Mr. Arun Kumar Purwar, is being sought within the statutory timeline of three (3) months through this postal ballot.

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

Mr. Arun Kumar Purwar shall be entitled to remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect. Therefore, considering Mr. Arun Kumar Purwar is of the age of seventy-seven (77) years, approval of shareholders by way of a Special Resolution is to be sought to comply with the provision of Regulation 17 (1A) of the Listing Regulations.

The brief profile and other details of Mr. Arun Kumar Purwar 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, is annexed to this Notice as **Annexure A**.

The necessary documents relating to his 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. Monday, June 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.

Accordingly, the Board recommends the Special Resolution set out in Item No. 3 of this Notice for approval of the Members.

Members are requested to grant their approval by way of a Special Resolution for appointment of Mr. Arun Kumar Purwar as Non-Executive Non-Independent Director of the Company with effective April 01, 2024, liable to retire by rotation.

Except, Mr. Arun Kumar Purwar and his 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. 3 of the Notice.

Item No. 4:

The Board of Directors of the Company vide its Circular Resolution dated May 01, 2024, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Gopalakrishnan Soundarajan, as an Additional Non-Executive Non-Independent Director of the Company effective May 11, 2024, liable to retire by rotation.

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 approval of shareholders 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 Mr. Gopalakrishnan Soundarajan, is being sought within the statutory timeline of three (3) months through this postal ballot.

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

The brief profile and other details of Mr. Gopalakrishnan Soundarajan 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, is annexed to this Notice as **Annexure A**.

The necessary documents relating to his 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. Monday, June 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.

Accordingly, the Board recommends the Ordinary Resolution set out in Item No. 4 of this Notice for approval of the Members. Members are requested to grant their approval by way of an Ordinary Resolution for appointment of Mr. Gopalakrishnan Soundarajan as Non-Executive Non-Independent Director of the Company with effect from May 11, 2024, liable to retire by rotation.

Except, Mr. Gopalakrishnan Soundarajan and his 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 Ordinary Resolution set out at Item No. 4 of the Notice.

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

Sd/-

**Mauli Agarwal
Company Secretary and Compliance Officer
ACS - 31107**

Date: May 01, 2024

Place: Mumbai

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

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

Name	Nihar Niranjana Jambusaria	Bijou Kurien	Arun Kumar Purwar	Gopalakrishnan Soundarajan
DIN	01808733	01802995	00026383	05242795
Date of Birth/Age	January 25, 1959 (65 Years)	January 17, 1959 (65 Years)	May 14, 1946 (77 Years)	May 20, 1962 (61 Years)
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on the Board	March 13, 2024	March 13, 2024	March 10, 2008	May 11, 2024
Qualification(s)	Chartered Accountant	Postgraduate Diploma in Business Management from XLRI, Jamshedpur	M. Com and CAIIB	B.Com, Chartered Accountant and Chartered Financial Analyst.
Nature of expertise in specific functional areas	Direct Tax, International Tax, Mergers & Acquisitions, FEMA, Business Restructuring	Strategic Planning, Governance Risk & Compliances, Finance Accounts & Audit, Information Technology	Finance, Pharma, Media, Engineering Consultancy, Investment Banking, Fintech sectors	Finance and Insurance Industry
Shareholding in the Company (including beneficial ownership)	Nil	Nil	95,000 Shares (0.02%)	Nil
Number of Meetings of the Board attended during the year (FY 2024-25)	1 (One)	1 (One)	1 (One)	Nil
Last drawn remuneration (including sitting fees and commission) (FY 2024-25)	₹ 1,30,000/-	₹ 1,00,000/-	₹ 1,00,000/-	Nil

Name	Nihar Niranjana Jambusaria	Bijou Kurien	Arun Kumar Purwar	Gopalakrishnan Soundarajan
Directorship in other Companies	<ol style="list-style-type: none"> 1. Cysdat India Private Limited 2. Turning Point Career Advisory Services Private Limited 3. Mudransh Consultants Private Limited 4. Blossom Industries Limited 5. IIFL Samasta Finance Limited 	<ol style="list-style-type: none"> 1. Brigade Hotel Ventures Limited 2. Renaissance Global Limited 3. LTIMindtree Limited 4. Brigade Enterprises Limited 5. Suguna Foods Private Limited 6. Stella Treads Private Limited 7. Orange County Resorts & Hotels Limited 8. Oceanic Rubber Works Private Limited 9. Sach Advisors Private Limited 10. Rapawalk Fashion Technologies Private Limited 11. Ziqitza Health Care Limited 12. Retailers Association of India 13. Lighthouse Learning Private Limited 	<ol style="list-style-type: none"> 1. Alkem Laboratories Limited 2. Balaji Telefilms Limited 3. Alkem Medtech Private Limited 4. Eroute Technologies Private Limited 5. Energy Infratech Private Limited 6. Mizuho Securities India Private Limited 7. Jindal Panther Cement Private Limited 	<ol style="list-style-type: none"> 1. Go Digit Life Insurance Limited 2. Bangalore International Airport Limited 3. Qess Corp Limited 4. Thomas Cook (India) Limited 5. Anchorage Infrastructure Investments Holdings Limited
Chairman/Member in the Committees of the other Boards of Companies [Includes only Audit Committee and Stakeholders Relationship Committee]	Blossom Industries Limited (Audit Committee - Member)	Renaissance Global Limited (Audit Committee - Member) LTIMindtree Limited (Audit Committee – Member, Stakeholder Relationship Committee – Chairperson) Brigade Enterprises Limited (Audit Committee – Member)	Alkem Laboratories Limited (Audit Committee – Chairperson)	Qess Corp Limited (Audit Committee – Member)
Listed entities from which the Director has resigned in the past three years	Nil	<ol style="list-style-type: none"> 1. Timex Group India Limited 2. Future Lifestyle Fashions Limited 	<ol style="list-style-type: none"> 1. Jindal Steel & Power Limited 	<ol style="list-style-type: none"> 1. 360 One WAM Limited

Name	Nihar Niranjan Jambusaria	Bijou Kurien	Arun Kumar Purwar	Gopalakrishnan Soundarajan
Skills and capabilities required for the role	Mr. Nihar Niranjan Jambusaria specializes in Direct Tax, International Tax, Mergers & Acquisitions, FEMA, and Business Restructuring. Considering the profile and experience of Mr. Nihar Niranjan Jambusaria, the Nomination and Remuneration Committee and the Board of Directors are of the view that he meets the skills and capabilities required for this role.	Mr. Bijou Kurien is a well-respected consumer leader with over 40 years of experience in building brands, businesses and creating organizations. Considering the profile and experience of Mr. Bijou Kurien, the Nomination and Remuneration Committee and the Board of Directors are of the view that he meets the skills and capabilities required for this role.	Applicable only for Independent Director	Applicable only for Independent Director
Remuneration sought to be paid	With respect to proposed appointments of directors in this Notice, remuneration may be paid by way of fee 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 and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.			Not Applicable
Relationship with other Directors and Key Managerial Personnel	Not related to any Director/Key Managerial Personnel			
Terms and conditions of appointment or re-appointment	As per the resolution set out at Items No. 1,2,3 and 4 of the Notice read with explanatory statement pursuant to Section 102 of the Companies Act, 2013			
Brief profile	Appended below			

Brief Profiles:

Mr. Nihar Niranjan Jambusaria:

Mr. Nihar Niranjan Jambusaria is a Member of the Institute of Chartered Accountants of India (ICAI). His illustrious career includes serving as the President and Vice President of the ICAI for the year 2021-22 and 2020-21, respectively. Since 1984, Mr. Jambusaria has been a senior partner at N. N. Jambusaria & Co., Chartered Accountants. His consultancy services extend to the renowned Reliance group and various organizations in the private and public sectors. He specializes in Direct Tax, International Tax, Mergers & Acquisitions, FEMA, and Business Restructuring. Previously, Mr. Jambusaria held the position of Senior Vice President at Reliance Industries Ltd. from 2011 to April 2020. His contributions to the field extend beyond the corporate realm. Mr. Jambusaria has served as a Member of the Government Accounting Standards Advisory Board (GASAB) and the Audit Advisory Board of the Comptroller and Auditor General (CAG), highlighting his commitment to excellence and professionalism in the accounting industry.

Mr. Bijou Kurien:

Mr. Bijou Kurien is a well-respected consumer leader with over 40 years of experience in building brands, businesses and creating organizations. He has been associated with marquee brands in the fastmoving consumer products, consumer durables and retail industry in India. After receiving his MBA from XLRI Jamshedpur, he joined Hindustan Unilever as a Management Trainee in 1981. During his successful tenure of over six years, he served across various sales and marketing roles. Later, he moved to Titan, India's largest manufacturer and marketer of watches and jewelry. He also created India's largest exclusive brand retail chains. He joined Reliance Industries as the President & CEO of their ambitious Retail venture – Reliance Retail. Currently, he is a member of the Strategic Advisory Board of Premji Invest. He is also serving as an Independent Director on several listed and unlisted companies. Additionally, he advises select consumer product companies and mentors a few start-ups. Mr. Bijou has been associated with the India Retail Forum & Retailers Association of India and has significantly contributed to

its development. In addition, he is the Mentor of the FICCI National Retail Committee, member of the Advisory Council of the RAI and Governing boards of various academic institutions.

Arun Kumar Purwar:

Arun Kumar Purwar serves as the Chairman and Non-Executive Director of the Company. He also serves as the Chairman and Independent Director of Jindal Panther Cement and Eroute Technologies Pvt. Ltd. He also serves as an Independent Director in companies across diverse sectors like finance, pharmaceuticals, media, engineering consultancy, investment banking and fintech sectors. He also acts as an advisor to Mizuho Securities, Japan. He was Chairman of the State Bank of India ("SBI") from 2002 to 2006 and Chairman of the Indian Bank Association during 2005 to 2006. He has previously held positions such as Managing Director of State Bank of Patiala and was also associated in the setting up of SBI Life Insurance Company Limited. Subsequent to his retirement from SBI, he was associated with a leading industry house in setting up the first healthcare focused private equity fund, a non-banking finance company focused on funding real estate projects and educational institutions. He has won a number of awards, including the CEO of the year award from the Institute of Technology and Management in 2004, "Outstanding Achiever of the Year" award from the Indian Banks' Association in 2004 and "Finance Man of the Year" Award by the Bombay Management Association in 2006.

Mr. Gopalakrishnan Soundarajan:

Gopalakrishnan Soundarajan is the Chief Operating Officer at Fairfax India Holdings Corporation and the Managing Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, he was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee. He holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst ("CFA") and Member of the CFA Institute in the United States. He serves on the board of directors of Fairfax India Holdings Corporation, FIH Mauritius Investments Ltd, FIH Private Investments Ltd, 10955230 Canada Inc., Bangalore International Airport Limited, Qness Corp Limited, Thomas Cook (India) Limited, Anchorage Infrastructure Investments Holdings Limited, Go Digit Life Insurance Limited and Primary Real Estate Investment Fund.