

January 08, 2024

<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Tel No.: 2659 8235 NSE Symbol: IIFLSEC</b>	<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 BSE Scrip Code: 542773</b>
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**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

Dear Sir(s)/Madam(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, please find enclosed herewith a copy of Notice of Postal Ballot along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI Listing Regulations, for seeking approval of the Members of the Company for material related party transactions with FIH Mauritius Investments Ltd.

Pursuant to the provisions of Section 110 and other applicable provisions of the Act read with Rules framed thereunder and in accordance with the General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (“hereinafter collectively referred to as “MCA Circulars”), the Postal Ballot Notice along with the Explanatory Statement, is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 5, 2024 (“Cut-off Date”)

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period shall commence from Wednesday, January 10, 2024 at 9.00 AM (IST) and end on Thursday, February 08, 2024 at 5.00 PM (IST). The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at [www.iiflsecurities.com](http://www.iiflsecurities.com), on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). It is also being made available on the website of CDSL at the weblink <https://www.evotingindia.com>.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For IIFL Securities Limited

**Meghal Shah  
Company Secretary**

**Place: Mumbai  
Encl: As above**

**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) 6272 7000 • 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 – 400604 Tel: (91-22) 4103 5000 Fax: (91-22) 25806654

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

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### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

**Dear Members,**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**The Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Secretarial Standard – 2 (“**SS-2**”) on General Meetings issued by the Institute of Company Secretaries of India (as amended) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and various subsequent circulars, read with circulars No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“**MCA Circulars**”), to transact the special business as set out below which are proposed to be passed by the Members of IIFL Securities Limited (“**the Company**”) by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (“**Notice**”) is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Registrar and Transfer Agent (“**RTA**”) or National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to proposed Resolution setting out all material facts concerning each item and reasons thereof, is appended to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depositories. The instructions for e-voting are appended to this Notice under the heading “**Instructions for e-voting**” at **Note 7**’.

The Board of Directors of the Company at their Meeting held on January 04, 2024 have appointed CS Snehal Shah, Proprietor of M/s. Snehal Shah & Associates, Practicing Company Secretaries, Mumbai or failing him CS Pratik M. Shah, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Members holding Equity Shares of the Company as on the Cut-off Date mentioned in this Notice are requested to carefully read the instructions mentioned under the head “**Instructions for e-voting**” in

this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through remote e-voting not later than 5:00 p.m. (IST) on Thursday, February 08, 2024. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the process provided in the Notes to receive this Notice.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company or the Company Secretary or any other authorised person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting process. The said results, along with the Scrutinizer’s Report, will be placed on the website of the Company ([www.iiflsecurities.com](http://www.iiflsecurities.com)) and CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolution, if approved, will be taken as having been duly passed on the last date specified for remote e-voting i.e. Thursday, February 08, 2024.

Following are the proposed resolution seeking approval of the Members of the Company through Postal Ballot.

## **SPECIAL BUSINESS**

### **Item No. 1**

**To approve material related party transactions with FIH Mauritius Investments Ltd 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 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 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 arrangements/ contracts / agreements / transactions entered/ to be entered with FIH Mauritius Investments Ltd, being a Related Party as per SEBI Listing Regulations, as mentioned hereunder and as set out in the explanatory statement annexed to this Notice, notwithstanding that all such transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company till the ensuing Annual General Meeting of the Company:

- i. Purchase of securities;
- ii. Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal business activities, *inter-alia*, including fees, commissions, brokerage etc,

**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.

By order of the Board of Directors

For IIFL Securities Limited

**Meghal Shah**  
**Company Secretary**  
**Membership No.: A53569**

**Date:** January 04, 2024

**Place:** Mumbai

**Registered Office:**

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

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**the Act**") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") ("hereinafter collectively referred to as "**MCA Circulars**"), this Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on Friday, January 05, 2024 ("**Cut-off Date**"), to be received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**") and whose e-mail address is registered with the Company or Registrar and Transfer Agent ('**RTA**') or Depositories. The Member may note that this Notice will also be available on the Company's website, [www.iiflsecurities.com](http://www.iiflsecurities.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

3. In accordance with the MCA Circulars, the physical copies of this Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date ("Eligible Members") only shall be entitled to vote through remote e-voting process in relation to the resolution specified in this Notice. A person who becomes a Member after the Cut-off Date should treat this Notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

5. Eligible Members who have not registered their E-mail IDs, are required to register the same to receive this Notice and the procedure for remote E-voting along with the login ID and password related details. After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Notice within 48 hours of receiving details of e-mail ID.
6. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [secretarial@iifl.com](mailto:secretarial@iifl.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Thursday, February 08, 2024.

#### **7. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules, including any statutory modification or re-enactment thereof for the time being in force, MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Company is providing facility for voting remotely, only by electronic means, to its Eligible Members and the stated items of Special business shall be transacted only through remote e-voting.

The Company has engaged the services of CDSL for providing remote e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.

- (i) The voting period begins on Wednesday, January 10, 2024 at 9.00 AM (IST) and ends on Thursday, February 08, 2024 at 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, January 05, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) 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 evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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 website for casting your vote during the remote e-Voting period.</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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <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>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- 10) Click on the Electronic Voting Sequence Number (EVSN) of IIFL Securities Limited on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - 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.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (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 mandatory 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 viz; [secretarial@iifl.com](mailto:secretarial@iifl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 **Company at [secretarial@iifl.com](mailto:secretarial@iifl.com) or RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

If you have any queries or issues regarding 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## EXPLANATORY STATEMENT

[Pursuant to Section 102 and 110 of the Companies Act, 2013]

The following Statement sets out all the material facts relating to the Resolution to be passed as mentioned in the accompanying Notice.

### Item No. 1

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 ₹. 1,000 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 party transactions shall require prior approval of shareholders through Ordinary Resolution.

The annual consolidated turnover of the Company for the financial year 2022-23 is ₹. 13,707.85 Million.

FIH Mauritius Investments Ltd (“FIH”) holds more than 10 % equity shares in IIFL Securities Limited (“the Company”) as on December 31, 2023. Accordingly, as per Regulation 2 (zb) (ii) of SEBI Listing Regulations FIH is a related party of the Company.

Details of the transactions with FIH, being a related party of the Company are as follows.

### Purchase of securities

The Company has entered/ entering into arrangements/ contracts / agreements / transactions with FIH by way of purchase of securities at the prevailing market rates for further down-selling to the prospective clients. The transactions would be in course of the business activities of the Company and are thus in the interest of the Company. The aggregate value of the transactions proposed shall not exceed ₹. 2000 Million i.e. approx 15% of annual consolidated turnover of the Company for FY 2022-23.

The source of funds for the purchase of securities will be the Company’s owned funds / retained earnings. No financial indebtedness will be incurred for the aforesaid transaction.

### Other transactions

There are other transactions / arrangements with FIH, *inter-alia*, including fees, commissions, brokerage etc, in the ordinary course of business. Given that fees and commissions, brokerage charges arise out of normal business activities, the value of the transaction depends on market conditions and shall be ascertained as and when the transaction is entered. The said transactions are in the furtherance of the normal business activities and are in the interest of the Company.

The aforementioned transactions entered / to be entered, in aggregate with the transaction of purchase of securities from FIH, shall exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements / contracts / agreements/ transactions entered/ to be entered (whether individual transactions or transactions taken together or series of transactions or otherwise) with FIH. The above transactions are in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee and Board of Directors of the Company has, on the basis of the relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions entered/ to be entered into by the Company with FIH till the ensuing Annual General Meeting of the Company as stated in the resolution and explanatory statement and has also noted that the said transactions with FIH are on an arm's length basis and in the ordinary course of the Company's business.

None of the Directors and KMPs of the Company and/or their relatives other than to the extent of their shareholding are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out in the accompanying Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under the Item No. 1.

The Board recommends passing of the resolution contained in Item No. 1 of the Notice by way of an Ordinary Resolution, for the approval of the Members.

By order of the Board of Directors

**For IIFL Securities Limited**

**Meghal Shah**  
**Company Secretary**  
**Membership No.:A53569**

**Date:** January 04, 2024  
**Place:** Mumbai  
**Email:** secretarial@iifl.com

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