

November 03, 2023

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

Dear Sir/Madam,

Pursuant to Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot (only by means of remote e-voting) for seeking approval of Members of the Company for the businesses as specified in the Postal Ballot Notice dated October 26, 2023 ("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 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 Wednesday, November 01, 2023.

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

**Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, November 06, 2023.**

**End of remote e-voting: Up to 5.00 p.m. (IST) on Tuesday, December 05, 2023.**

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

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

Kindly take the same on record and oblige.

Thanking you,

**For IIFL Finance Limited**

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**Rupal Jain**

**Company Secretary & Compliance Officer**

**Email Id: [csteam@iifl.com](mailto:csteam@iifl.com)**

**Place: Mumbai**

Encl: a/a

**IIFL Finance Limited**

**CIN No.: L67100MH1995PLC093797**

Corporate Office – 802, 8<sup>th</sup> 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](mailto:csteam@iifl.com) Website: [www.iifl.com](http://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](mailto:shareholders@iifl.com) **Website:** [www.iifl.com](http://www.iifl.com)

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### **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

#### **Dear Member(s),**

Notice is hereby given that pursuant to Section 110 read with Section 108 and all other applicable provisions, if any, 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 only 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 Monday, November 06, 2023.

**End of remote e-voting:** up to 5.00 p.m. (IST) on Tuesday, December 05, 2023.

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 Wednesday, November 01, 2023 (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](http://www.iifl.com) and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice will also be available on 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 so as 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 has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. They have communicated their willingness for appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the postal ballot shall be final.

The Scrutinizer will submit his report, after completion of scrutiny of the votes, to the Chairman and/or Managing Directors of the Company or any person authorized by him/them. The results of the postal ballot/remote e-voting shall be declared on or before Thursday, December 07, 2023 at the Registered Office and Corporate Office of the Company and the same, along with the Scrutinizer's Report, will be placed on the website of the Company i.e. [www.iifl.com](http://www.iifl.com) and on the website of the RTA i.e. <https://instavote.linkintime.co.in>. The results shall 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. December 05, 2023.

## SPECIAL BUSINESSES

### Item No. 1

**To raise capital by way of a qualified institutions placement to eligible investors through an issuance of securities and in this regard to consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c), 71, 179 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules made thereunder, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, FDI policy issued by the Department for Promotion of Industry and Internal Trade and Rules and Regulations made hereunder, amended from time to time and subject to any other applicable Laws, Rules and Regulations (including any amendment(s) thereto or re-enactment(s) thereto for the time being in force) and subject to enabling provisions in the Memorandum of Association and Articles of Association of the Company and the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and subject to any approval(s), consent(s), permission(s) and/or sanction(s) of Government of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies / Ministry of Corporate Affairs, Securities and Exchange Board of India and/or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as **"Board"** which term shall include any committee thereof, whether constituted or to be constituted), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, with or without green shoe option, either in India or abroad, such number of equity shares of face value of ₹ 2 each (**"Equity Shares"**), Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs) fully/partly convertible debentures, non-convertible debentures along with warrants and/or any other financial instruments convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into equity shares or combination of any of the aforementioned securities in one or more tranches (hereinafter referred to as **"Securities"**) through one or more public and/or private offerings including by way of a Qualified Institutions Placement (**"QIP"**) or any combination thereof or any other method as may be permitted under applicable laws to eligible investors within the meaning of Chapter VI of the ICDR Regulations for an aggregate amount not exceeding ₹ 3000 Crore (Rupees Three Thousand Crore only), or an equivalent amount thereof in any foreign currency (inclusive of such premium as may be fixed on such Securities) in such manner, price, terms and conditions in accordance with ICDR Regulations as may be decided by and deemed appropriate by the Board or its duly constituted committee thereof as per applicable law, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, considering, the prevailing market conditions and other relevant factors, wherever necessary, in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed, as the Board or its duly constituted committee thereof in its absolute discretion may deem fit and appropriate;

**RESOLVED FURTHER THAT** any securities that are not subscribed in issues mentioned above, may be disposed off by the Board or its duly constituted committee thereof in its absolute discretion in such manner, as the Board or its duly constituted committee thereof may deem fit and as permissible by the law;

**RESOLVED FURTHER THAT** in case of a QIP pursuant to Chapter VI of the ICDR Regulations;

- a. The Securities offered for allotment shall be fully paid up and shall be made in dematerialised form to Qualified Institutional Buyers (**"QIBs"**) as defined in the ICDR Regulations and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.
- b. The relevant date for the purpose of pricing of the equity shares shall be the date of the meeting in which the Board or its duly constituted committee decides to open the QIP of equity shares as eligible securities, in accordance with applicable Laws, Rules, Regulations and guidelines and in case of eligible convertible securities, then either the date of the meeting in which the Board or its duly constituted committee decides to open the proposed issue or the date on which holders of Securities become eligible to apply for equity shares, as may be determined by the Board or its duly constituted committee thereof or such date as may be permitted under ICDR Regulations, as amended.

- c. The allotment of securities or any combination of securities as may be decided by the Board or its duly constituted committee thereof, shall be completed within 365 days from the date of passing of Special Resolution by the Members of the Company or such other time as may be allowed under ICDR Regulations, from time to time.
- d. The Securities or the fresh equity shares allotted on the conversion of the warrants or other convertible instruments shall rank pari passu in all respects with the then existing equity shares of the Company.
- e. The Securities allotted shall not be sold by the allottee for a period of 1 year from date of allotment, except on the recognized Stock Exchange or except as may be permitted under the ICDR Regulations, from time to time.
- f. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of the prior QIP.
- g. Any issue of Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("**QIP Floor Price**"). Furthermore, the Board or its duly constituted committee may, at its absolute discretion and in consultation with the lead managers / book running lead managers, also offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price.
- h. No single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹ 250 Crore) or five (in case the issue size is more than ₹ 250 Crore), as applicable, or in a manner as may be prescribed from time to time under the ICDR Regulations and QIB's belonging to the same group or who are under same control shall be deemed to be a single allottee, in accordance with Chapter VI of the ICDR Regulations.
- i. No partly paid-up equity shares or other Securities shall be issued/allotted.
- j. No allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations.
- k. The Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are already listed.
- l. The tenure of the convertible Securities issued through QIP shall not exceed 60 months or such other period permitted under law, from the date of allotment.
- m. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of ICDR Regulations on quarterly basis till hundred percent of the net proceeds have been utilized;

**RESOLVED FURTHER THAT** in case of an issuance of FCCBs / ADRs / GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 2014, as may be amended from time to time;

**RESOLVED FURTHER THAT** the issue of Securities shall be subject to the following terms and conditions:

- a. The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue; and
- b. In case of issue of convertible Securities, the number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

**RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature;

**RESOLVED FURTHER THAT** the Company may enter into any arrangement with any agency or body authorized by Board for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets;

**RESOLVED FURTHER THAT** the Board or its duly constituted committee be and is hereby authorized to appoint/engage book running lead manager(s), underwriter(s), depository(ies), custodian(s), registrar(s), banker(s), lawyer(s), advisor(s), credit rating agency(ies), monitoring agency(ies), debenture trustee(s), guarantor(s), stabilizing agent(s), and all such agency(ies) as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of

commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorize Director(s) or Key Managerial Personnel or any other officer of the Company to enter into and to execute all such arrangement(s), agreement(s), memoranda, document(s), etc., with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the equity shares of the Company are listed;

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

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

**To appoint Mr. T S Ramakrishnan (DIN: 09515616), as a Non-Executive (Nominee) Director of the Company and in this regard to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules framed thereunder, Regulation 17(1C) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any 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. T S Ramakrishnan (DIN: 09515616), representative of Life Insurance Corporation of India ("**LIC**"), who was appointed by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, as an Additional Non-Executive (Nominee) Director on the Board of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as a Non-Executive (Nominee) Director of the Company, for the period as may be mutually agreed between LIC and Board of the Company with effect from October 26, 2023, 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**

**Rupal Jain  
Company Secretary & Compliance Officer  
ACS - 38366**

**Registered Office:**

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

**Corporate Office:**

802, 8<sup>th</sup> Floor, Hub Town Solaris, N. S. Phadke Marg,  
Vijay Nagar, Andheri East, Mumbai - 400 069

**Date:** October 26, 2023

**Place:** Mumbai

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("**the Act**") read with the Rules framed thereunder and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, concerning the special businesses in respect of Item Nos. 1 and 2 is annexed hereto and the special businesses 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 Rule 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 Wednesday, November 01, 2023 ("**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. 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**"), 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 Wednesday, November 01, 2023.
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 Monday, November 06, 2023.

**End of remote e-voting:** Up to 5:00 p.m. (IST) on Tuesday, December 05, 2023.

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](http://www.iifl.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice is also available on the website of Link Intime at <https://instavote.linkintime.co.in>.
8. The Scrutinizer will submit his report, after completion of scrutiny of the votes, to the Chairman and/or Managing Directors of the Company or any person authorized by him/them. The results of the postal ballot/remote e-voting shall be declared on or before Thursday, December 07, 2023 at the Registered Office and Corporate Office of the Company and the same, along with the Scrutinizer's Report, will be placed on the website of the Company i.e. [www.iifl.com](http://www.iifl.com) and the Company's RTA at <https://instavote.linkintime.co.in> and will also be 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. December 05, 2023.
10. Pursuant to Rule 20 and Rule 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, i.e. Marathi).

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), AADHAR (self attested scanned copy of Aadhar Card) by email to [shareholders@iifl.com](mailto:shareholders@iifl.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

12. All relevant material documents referred to in the Notice and the Explanatory Statement, will be available for inspection in electronic mode without any fee by the Members from the date of circulation of this Notice until the last date of remote e-voting i.e. Tuesday, December 05, 2023. Members can inspect such documents by sending an email from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).
13. Information of Director seeking appointment through this postal ballot, as required under Regulation 36(3) of Listing Regulations and SS-2 is annexed to the Notice as **Annexure A**.
14. Information and other instructions relating to remote e-voting are as under:

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

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

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

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



| Type of Members   | Login Method  |
|---|---|
| <b>Individual Shareholders holding securities in Physical mode/Non Individual shareholders holding securities in Demat mode</b> | <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"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: -               <p><b>A. User ID:</b></p> <p>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.</p> <p><b>B. PAN:</b> 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.)</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <p><i>*Shareholders holding shares in <b>NSDL form</b>, shall provide 'D' above</i></p> <ul style="list-style-type: none"> <li>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>➤ Click "confirm" (Your password is now generated).</li> </ul> </li> <li>3. Click on 'Login' under <b>'SHARE HOLDER'</b> tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>'Submit'</b>.</li> </ol> |

**Cast your vote electronically:**

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

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

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation 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 'Favour / 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., Favour / 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 'Favour / 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

### **Forgot Password:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

15. In the case of queries/grievances relating to remote e-voting, Members may refer to the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on 022 – 4918 6000 or contact Mr. Jayprakash VP, Sr. Team Leader - Link Intime, address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, e-mail id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Tel: 022-4918 6270.

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

**ITEM NO. 1:**

**Particulars of the issuance of Securities:**

The Board of Directors of the Company at its Meeting held on October 18, 2023, considered and approved raising of funds by way of issuance of equity shares, global depository receipts, american depository receipts, foreign currency convertible bonds, fully/partly convertible debentures, non-convertible debentures along with warrants and/or any other financial instruments convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/ or any security convertible into equity shares or combination of any of the aforementioned securities in one or more tranches through one or more public and/ or private offerings including by way of a Qualified Institutions Placement ("**QIP**") or any combination thereof or any other method as may be permitted under applicable laws to eligible investors and in such manner and on such price, terms and conditions, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), as amended and applicable provisions of the Companies Act, 2013 ("**the Act**") and Rules framed thereunder, as amended in each case, the enabling provisions of the Memorandum and Articles of Association of the Company and any other provisions of applicable laws, for an aggregate amount not exceeding ₹ 3,000 Crores (Rupees Three Thousand Crores Only).

The Securities are proposed to be listed on one or more of the Stock Exchanges where the equity shares are listed and the allotment of Securities would be subject to regulatory approvals, if any.

**Offer/Issue size:**

This Special Resolution enables the Board or its duly constituted committee to issue Securities for an aggregate amount not exceeding ₹ 3000 Crore (Rupees Three Thousand Crore only).

**Pricing and basis or justification of pricing:**

The pricing of the Securities shall be determined in accordance with the relevant provisions of the ICDR Regulations, the Act, and any other applicable law, including any statutory modification(s) or re-enactment(s) thereof for the time being in force. The resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the QIP Floor price determined in accordance with the ICDR Regulations.

**Relevant Date:**

The relevant date for the purpose of the pricing of the Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the ICDR Regulations, which shall be the date of the meeting in which the Board/its duly constituted committee decides to open the QIP or in case of allotment of eligible convertible securities, then either the date of the meeting in which the Board or its duly constituted committee decides to open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under ICDR Regulations, as amended.

**Objects of the QIP:**

The Company shall utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for the usage of one or more, or any combination of the following: (i) to meet the business growth across product lines including for inorganic opportunities of growth (ii) repayment or prepayment of debt availed by the Company and / or its Subsidiaries (iii) working capital requirements of the Company (iv) investment in Subsidiaries through debt or equity (v) capital expenditure (vi) to improve capital adequacy ratio of the Company (vii) general corporate purposes and any other object as may be decided by the Board.

Pending utilization of the proceeds from the Offering, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted.

**Monitoring agency:**

As required under ICDR Regulations and other applicable laws, the issue size is exceeding ₹ 100 Crore (Rupees One Hundred Crore only), therefore the Company shall be appointing a monitoring agency to monitor the use of Net Proceeds by the Company till hundred percent of such proceeds have been utilized.

**Other material terms:**

The resolution proposed is an enabling resolution and the exact price, final list of objects, estimated utilization of the Net Proceeds, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board or its duly constituted committee, in accordance with the ICDR Regulations, in consultation with book running lead manager and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them at this point of time. Hence, the details of the proposed allottees, percentage of their post – QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the ICDR Regulations, the Listing Regulations, the Act, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law for the time being in force.

If approved by Members, allotment of Securities pursuant to the QIP shall be completed within 365 days from the date of passing of such Special Resolution. The Securities proposed to be issued shall in all respects, rank pari passu with the existing equity shares of the Company including equity shares issued on conversion of eligible convertible securities, if any.

The Promoter, Members of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP. Further, there would be no change in control pursuant to the said QIP.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the Members. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 1 of the Notice. Further, the Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of equity shares that may be subscribed by the companies/institutions in which they are Directors or Members.

**ITEM NO. 2:**

Pursuant to representation letter received from Life Insurance Corporation of India ("**LIC**") on October 20, 2023, the Board of Directors of the Company, based on recommendation of the Nomination and Remuneration Committee, vide resolution passed by circulation on October 26, 2023, considered and approved the appointment of Mr. T S Ramakrishnan (DIN: 09515616) as an Additional Non-Executive (Nominee) Director of the Company with effect from October 26, 2023.

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. In view of the same, the requisite approval from Members for appointment of Mr. T S Ramakrishnan, is being sought within the statutory timelines of 3 months through postal ballot.

Mr. T S Ramakrishnan is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 ("**the Act**") and has given his consent to act as a Director of the Company. The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature as Non-Executive (Nominee) Director of the Company.

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. Tuesday, December 05, 2023. Members can inspect such documents by sending an email from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at [shareholders@iifl.com](mailto:shareholders@iifl.com).

Members are therefore requested, to grant their approval by way of an Ordinary Resolution for appointment of Mr. T S Ramakrishnan as a Non-Executive (Nominee) Director of the Company with effect from October 26, 2023, liable to retire by rotation.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval of the Members. Except, Mr. T S Ramakrishnan 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. 2 of the Notice. The other details of Mr. T S Ramakrishnan seeking appointment through this Notice, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Notice as **Annexure A**.

**Date:** October 26, 2023

**Place:** Mumbai

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

**Rupal Jain**  
**Company Secretary & Compliance Officer**  
**ACS - 38366**

**Registered Office:**

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

**Corporate Office:**

802, 8<sup>th</sup> Floor, Hub Town Solaris, N. S. Phadke Marg,  
Vijay Nagar, Andheri East, Mumbai - 400 069

## ANNEXURE 'A' TO THE NOTICE

Information as required under Regulation 36(3) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India with  
respect to appointment of Mr. T S Ramakrishnan

|   |   |
|---|---|
| <b>Name</b>   | Mr. T S Ramakrishnan  |
| <b>Date of Birth/Age</b>  | December 12, 1963 (59 Years)  |
| <b>Nationality</b>  | Indian  |
| <b>Date of first Appointment on the Board</b>                                       | October 26, 2023  |
| <b>Shareholding in the Company (including beneficial ownership)</b>                 | Nil   |
| <b>Board Meetings attended during the current financial year</b>                    | Not Applicable  |
| <b>Experience in Specific Functional Area</b>                                       | Insurance Industry  |
| <b>Qualification(s)</b>   | B.com, PGDIM, Fellow member of Insurance Institute of India, Diploma in Health Insurance  |
| <b>Terms and conditions of appointment or re-appointment</b>                        | As per the resolution set out at Item No. 2 of the Notice read with statement pursuant to Section 102 of the Companies Act, 2013.   |
| <b>Last drawn remuneration (including sitting fees and commission)</b>              | Not Applicable  |
| <b>Relationship with other Directors and Key Managerial Personnel</b>               | Not related to any Director/Key Managerial Personnel  |
| <b>Directorship in other Companies</b>  | 1. LIC Mutual Fund Asset Management Limited<br>2. Association of Mutual Funds of India  |
| <b>Chairman/Member in the Committees of the other Boards of Companies</b>           | <b>LIC Mutual Fund Asset Management Limited</b><br>Risk Management Committee – Member   |
| <b>Remuneration sought to be paid</b>   | Mr. T S Ramakrishnan may be paid remuneration 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.  |
| <b>Brief Profile</b>  | Mr. T S Ramakrishnan, MD and CEO of LIC Mutual Funds, holds Honors in Bachelor of Commerce, PGDIM degree and Diploma in Health Insurance. Also, he is a fellow member of the Insurance Institute of India. He joined LIC as an Administrative Officer in 1988 and has exposure of life insurance, group and pension scheme. He has 3 years of experience in LIC Housing Finance in the field of Marketing and Recovery. |
| <b>Listed entities from which the Director has resigned in the past three years</b> | Nil   |