



IIFL Holdings Limited

(Formerly India Infoline Limited)

CIN: L74999MH1995PLC093797

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

NOTICE

Notice is hereby given that the **Twentieth Annual General Meeting** of the members of IIFL Holdings Limited (formerly India Infoline Limited) will be held on Wednesday, July 29, 2015, at 04.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

2. To appoint a Director in place of Mr. Chandran Ratnaswami, who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Chandran Ratnaswami (DIN – 00109215), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for reappointment, be and is hereby re-appointed as the Director of the Company.”

3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT M/s. Sharp & Tannan Associates, Chartered Accountants (Registration No. 109983W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To appoint Ms. Geeta Mathur (DIN: 02139552) as an Independent Director 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Geeta Mathur (DIN: 02139552),

who was appointed as an Additional Director (Independent) by the Board of Directors of the Company with effect from September 18, 2014 and who holds office till the date of this AGM, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period up to September 17, 2019, not liable to retire by rotation.”

5. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis 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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to ₹ 2000 crore (Rupees Two Thousand Crore only), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

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

6. To consider and approve the alteration in the Articles of Association of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment

thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of regulatory authorities, if any, Article 148 of the Articles of Association of the Company be and is hereby altered and substituted with the following new clause :

Article : 148 : Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint, from time to time, any of its members as Executive Chairman, Managing Director(s), or Whole Time Director(s) of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of Article 143, the Board may by resolution vest in such Executive Chairman, Managing Director(s) or Whole Time Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions as it may determine. The remuneration of the Executive Chairman, Managing Director(s) or Whole Time Director(s) may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act. The Executive Chairman, Managing Director(s) and Whole Time Director(s) appointed as such will be liable to retire by Rotation under Article 137. Notwithstanding anything contained in this Article where no Executive Chairman is appointed as such, the Board of Director may elect, from time to time, any of its members, as Chairman who shall be subject to retirement by rotation. Subject to the provisions of the Act and of these Articles, the Board shall have the power to nominate from time to time, any of its members as Vice-Chairman on such terms and conditions as the Board thinks fit. The Directors may, whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Director" or "Deputy Managing Directors", as the case may be, and accordingly the expression "Managing Director" shall also include and be deemed to include "Joint Managing Director" or "Deputy Managing Director" as the case may be.

RESOLVED FURTHER THAT any of the Directors, Mr. R. Mohan, Chief Compliance Officer and Company Secretary of the Company be and are hereby severally authorized to do or cause to be done all such acts, deeds and things as may be necessary and expedient to give effect to this resolution and to file all necessary intimations, forms and returns with the Registrar of Companies, Mumbai."

7. To consider and approve terms and conditions for re-appointment with respect to remuneration of Mr. Nirmal Jain (DIN-00010535) as the Whole Time Director designated as the Executive Chairman of the Company 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 Section 196, 197 and 203 read with Schedule V and any other applicable

provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for time being in force) and in furtherance to the resolution passed by the shareholders at their meeting held on July 30, 2014 for the re-appointment of Mr. Nirmal Jain (DIN-00010535) as the Whole Time Director designated as the Executive Chairman for a term of five years with effect from April 23, 2015, the ratification and approval of the members of the Company be and is hereby accorded to the terms and conditions of his re-appointment with respect to remuneration as contained in the explanatory statement to this resolution and the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceeding the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board and further Mr. Nirmal Jain shall draw the remuneration from India Infoline Finance Limited, a material subsidiary of the Company engaged in NBFC business, or any other subsidiary of the Company in which he is/will be a Whole Time Director during the period ('Remunerating Company'), as approved by the Nomination and Remuneration Committee / Board / Shareholders of the respective company within the limits specified in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT the above remuneration payable to Mr. Nirmal Jain shall not exceed the maximum remuneration as provided under Section 197 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to this resolution."

8. To consider and approve terms and conditions for re-appointment with respect to remuneration of Mr. R Venkataraman as the Whole Time Director designated as the Managing Director of the Company 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 Section 196, 197, 203 read with Schedule V and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for time being in force) and in furtherance to the resolution passed by the Members of the Company at its meeting held on July 30, 2014 for the re-appointment of Mr. R. Venkataraman (DIN-00011919) as the Whole Time Director designated as the Managing Director of the Company for a term of five years with effect from April 23, 2015, the ratification and approval of the members of the Company be and is hereby accorded to the terms and conditions of his re-appointment with respect to remuneration as contained in the explanatory statement to this resolution and the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and

Remuneration Committee of the Board) be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceeding the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board and further Mr. R. Venkataraman shall draw the remuneration from India Infoline Limited, a subsidiary of the Company or any other subsidiary of the Company in which he is/will be a Whole Time Director during the period ("Remunerating Company"), as approved by the Nomination and Remuneration Committee / Board / Shareholders of the respective company within the limits specified in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT the above remuneration payable to Mr. R. Venkataraman shall not exceed the maximum remuneration as provided under Section 197 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to this resolution."

By Order of the Board of Directors

Ashutosh Naik

Company Secretary

Membership No.: A15067

Dated: May 07, 2015

Place: Mumbai

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V,

Plot No.B-23, Thane Industrial Area,

Wagle Estate, Thane - 400604.

CIN: L74999MH1995PLC093797

E-mail: shareholders@indiainfoline.com

Telephone No.: 022-4249000

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty- eight hours (48 hours) before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 15. The Company will also send

communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Chandran Ratnaswami (DIN: 00109215), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Mr. Ratnaswami is not related to any of Directors of the Company. None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Ratnaswami is concerned / interested in his re-appointment.

Brief resume of Mr. Ratnaswami alongwith the nature of his expertise in specific functional areas has been provided in the Corporate Governance Report forming part of the Annual Report. The details of companies in which he holds directorship, membership/ chairmanships of Board /Committees and his shareholding in the Company are provided herein below:

Directorships in other Companies	1. ICICI Lombard General Insurance Company Limited 2. Thomas Cook (India) Limited 3. Cheran Enterprises Private Limited 4. Fairbridge Capital Private Limited
Membership of the Committees of the Board	Chairman of Audit Committee and Member of Governance Committee, Policy Holder Protection Committee of ICICI Lombard General Insurance Company Limited
Shareholding of Director in the Company	Nil

5. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.
8. The Register of Members and the Share Transfer Book of the Company will remain closed from July 23, 2015 to July 29, 2015 (both days inclusive) for the purpose of Annual General Meeting.

9. Members are requested :
 - i. to bring their attendance slip along with their copy of Annual Report to the Meeting.
 - ii. to quote their folio nos./ ID nos. in all correspondence.
 - iii. to note that no gifts will be distributed in the AGM.
10. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, whenever declared. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time, on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of the Unpaid and Unclaimed Dividends lying with the Company as on the date of the last Annual General Meeting held on July 30, 2014, under "Investors Section" on the Website of the Company. Members who have not encashed their dividend warrants are advised to write to the Company immediately to claim dividends declared by the Company.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
14. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode. **Members, who have not registered**

their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('e-voting').
 - II. The facility for voting through Poll on Demand shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through 'Poll on Demand'.
 - III. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - IV. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
 - V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., July 22, 2015. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., July 22, 2015 only shall be entitled to avail the facility of e-voting/ Poll on Demand.
 - VII. If the member is already registered with NSDL for e-voting then the member can use his/ her existing user ID and password/ PIN for casting the vote through e-voting.
 - VIII. The member can also update his/ her mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
 - IX. The e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on July 26, 2015

End of e-voting: Up to 5:00 p.m. (IST) on July 28, 2015

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

- X. The Board of Directors of the Company has appointed Mr. Mahesh Darji, a Practicing Company Secretary (Membership No. F7175), Mumbai as Scrutinizer to scrutinise the Poll on Demand and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- XI. The Scrutinizer, after scrutinizing the votes cast at the Meeting through Poll on Demand and through e-voting, will, not later than three (3) days of conclusion of the Meeting, make a consolidated scrutinizer's report which shall be placed on the website of the Company www.indiaonline.com and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., July 29, 2015.
- XIII. The instructions for e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ their respective Depository Participant(s)]:

- (i) Open email and open PDF file viz. "IIFL.pdf" with the Client ID or Folio No. as password. The said PDF file will contain the member's user ID and password/PIN for e-voting. Please note that the password will be an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.e-voting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended that the members should not share their password with any other person and take utmost care to keep their password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of IIFL Holdings Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Institutional members (i.e., other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer at e-mail ID: nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company/ their respective Depository Participant(s)]:

(a) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

(b) Please follow all steps from Sl. No. (ii) to Sl. No.(xi) above, to cast vote.

XIV. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**

XV. In case of any query pertaining to e-voting, please refer Frequently Asked Questions (FAQ) for members and e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Ms. Geeta Mathur was appointed as an additional Director (Independent Director) of the Company by the Board of Directors at their meeting held on September 18, 2014. Her appointment ensured compliance with the requirement of woman Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has subject to the approval of members in general meeting, appointed Ms. Geeta Mathur as an Independent Director of the Company. The appointment of Ms. Geeta Mathur as an Independent Director shall be effective upon approval by the members in the Annual General Meeting. The Company has received a Notice in writing from a Member along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Ms. Mathur as an Independent Director, not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of an Independent Director requires approval of members.

Ms. Geeta Mathur is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Geeta Mathur that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Ms. Geeta Mathur fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Geeta Mathur is independent of the management and possesses appropriate skills, experience and knowledge.

Brief profile of Ms. Mathur alongwith the nature of her expertise in specific functional areas has been provided in the Corporate Governance Report forming part of the Annual Report. Ms. Geeta Mathur is not related to any of Directors of the Company. The details of companies in which she holds directorships, memberships of Committees and shareholding in the Company are as follows:

Directorships in other Companies	<ol style="list-style-type: none"> 1. Motherson Sumi Systems Limited 2. NIIT Limited 3. Vardhman Acrylics Limited 4. Maral Overseas Limited 5. RSWM Limited 6. India Infoline Limited 7. IIFL Wealth Management Limited 8. TATA Communications Transformation Services Limited 9. Beetel Teletech Limited 10. Anant Management Consultants Private Limited
Membership of the Committees of the Board	<ol style="list-style-type: none"> 1. Member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of Motherson Sumi Systems Limited 2. Chairman of Audit Committee and Member of Nomination and Remuneration Committee and CSR Committee of NIIT Limited 3. Member of Nomination and Remuneration Committee and Risk Management Committee of Vardhman Acrylics Limited 4. Member of Audit Committee and Nomination and Remuneration Committee of India Infoline Limited 5. Member of Audit Committee and Nomination and Remuneration Committee of IIFL Wealth Management Limited 6. Chairman of Audit Committee and member of Nomination and Remuneration Committee and CSR Committee of TATA Communications Transformation Services Limited

	7. Member of Audit Committee, Nomination and Remuneration Committee and CSR Committee of Beetel Teletech Limited
Shareholding of Director in the Company	Nil

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Geeta Mathur is appointed as an Independent Director of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Ms. Geeta Mathur and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no. 5

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 5 of the Notice. This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time, for a year from the date of passing this resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item no. 6

In terms of Section 152 of the Companies Act, 2013, not less than two-third of the total number of Directors of the Company shall be person whose period of office is liable to determination by

retirement of Directors by rotation. However, pursuant to Section 149 of the Companies Act, 2013, Independent Directors of the Company are not liable to retire by rotation.

In order to comply with the above, the existing Article 148 of the Articles of Association of the Company, which provides for Executive Director and Managing Director of the Company are not liable to retire by rotation, is required to be suitably altered to the effect that such Directors will also be liable to retire by rotation.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 6 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item no. 7

Mr. Nirmal Jain is one of the Promoters of the Company. His re-appointment as Executive Chairman was already approved by the shareholders of the Company at its last Annual General Meeting held on July 30, 2014 for a period of 5 years effective from April 23, 2015 till April 22, 2020.

The proposed terms and conditions of his re-appointment with respect to his remuneration which will be effective from April 01, 2015, as approved by Board / Nomination and Remuneration Committee, are as follows:

Salary: Basic salary of ₹ 18.30 Lacs per month.

Housing/ HRA: He shall be entitled to a Company provided house or house rent allowance of upto 50 % of basic salary.

Leave Travel: Expenses for him and his family, once in a year subject to a maximum of one month's basic salary.

Other benefits: In addition to the above, he will be entitled to claim reimbursement of expenses on account of home furnishing, residence telephones, two cars, business promotion, entertainment, professional development and traveling, full re-imburement of the education expenses of his children and other incidental expenses incurred in the normal course of the company's business, full medical expenses incurred for self and his family, including premium for medical insurance. Other benefits will be subject to a maximum of ₹ 7.30 Lacs per month.

Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

Commission: He shall be paid commission as permissible under the

Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

In addition, he will be eligible for contribution to provident funds, gratuity and superannuation and leave encashment as per the rules of the Company.

Other terms:

He shall not be paid any sitting fees or any other salary for attending Meetings of the Board of Directors or Committees thereof.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Jain as minimum remuneration, subject to provisions of Companies Act, 2013.

Mr. Nirmal Jain will draw the remuneration from India Infoline Finance Limited, a material subsidiary of the Company or any other subsidiary of the Company in which he is/will be a Whole Time Director during the period, as approved by the Nomination and Remuneration Committee / Board / shareholders of the respective subsidiary.

Termination of Employment:

This employment shall be deemed to be terminated on the occurrence of death, on expiration of tenure, permanent disability or on resignation.

In the event of termination for any of the reasons specified above, he or his Nominee shall be entitled to receive as a lump sum severance payment, a sum equal to 5 times the annual salary.

The copies of relevant resolutions of the Board / Committee in respect of the remuneration of the above-mentioned Director are available for inspection by the Members at the registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours upto the date of the Meeting.

Mr. Nirmal Jain is interested in the resolution set out at Item No. 7 of the Notice. The relatives of Mr. Nirmal Jain may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item no. 8

Mr. R Venkataraman is one of the Promoters of the Company. His re-appointment as Managing Director was already approved by the Shareholder of the Company at its last Annual General Meeting held on July 30, 2014 for a period of 5 years effective from April 23, 2015 till April 22, 2020.

The proposed terms and conditions of his re-appointment with respect to remuneration which will be effective from April 01, 2015, as approved by the Board / Nomination & Remuneration Committee, are as follows:

Salary: Basic salary of ₹13.00 Lacs per month

Housing/ HRA: He shall be entitled to a Company provided house or house rent allowance of upto 50 % of basic salary

Leave Travel: Expenses for him and his family, once in a year subject to a maximum of one month's basic salary.

Other benefits: In addition to the above, he will be entitled to claim reimbursement of expenses on account of home furnishing, residence telephones, two cars, business promotion, entertainment, professional development and traveling, full re-imburement of the education expenses of his children and other incidental expenses incurred in the normal course of the company's business, full medical expenses incurred for self and his family, including premium for medical insurance. Other benefits will be subject to a maximum of ₹ 4.90 Lacs per month.

Increment: Board / Nomination & Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

Commission: He shall be paid commission as permissible under the Companies Act 2013 and as determined by the Board / Nomination & Remuneration Committee from time to time.

In addition, he will be eligible for contribution to provident funds, gratuity and superannuation and leave encashment as per the rules of the Company.

Other terms:

He shall not be paid any sitting fees for attending Meetings of the Board of Directors or Committees thereof.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Venkataraman as minimum remuneration, subject to the provisions of Companies Act, 2013.

Mr. Venkataraman will draw the entire remuneration from India Infoline Limited, a subsidiary of the Company or any other subsidiary of the Company in which he is/will be a Whole Time Director during the period, as approved by the Nomination

and Remuneration Committee / Board / shareholders of the respective subsidiary.

Termination of Employment:

This employment shall be deemed to be terminated on the occurrence of death, on expiration of tenure, permanent disability or on resignation.

In the event of termination for any of the reasons specified above, he or his Nominee shall be entitled to receive as a lump sum severance payment, a sum equal to 5 times the annual salary.

The copies of relevant resolutions of the Board / Committee in respect of the remuneration of the above-mentioned Director are available for inspection by the Members at the registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours upto the date of the Meeting.

Mr. R. Venkataraman is interested in the resolution set out at Item No. 8 of the Notice. The relatives of Mr. R. Venkataraman may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors

Dated: May 07, 2015
Place: Mumbai

Ashutosh Naik
Company Secretary
Membership No.: A15067

Registered Office:
IIFL House, Sun Infotech Park, Road No. 16V,
Plot No.B-23, Thane Industrial Area,
Wagle Estate, Thane - 400604.
CIN: L74999MH1995PLC093797
E-mail: shareholders@indiainfoline.com
Telephone No.: 022-4249000



IIFL Holdings Limited

(Formerly India Infoline Limited)

CIN: L74999MH1995PLC093797

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

ATTENDANCE SLIP

Name and Address of Shareholders:

Regd. Folio No: / Client ID:

DP ID:

No. of shares held:

I hereby record my presence at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, July 29, 2015 at 4.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018. I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

Shareholder's / Proxy's name in **BLOCK** letters

Signature of Shareholder /Proxy

Note: Please fill attendance slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS

E voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed under Note No. 15 of the Notice dated May 7, 2015 of the 20th Annual General Meeting.



IIFL Holdings Limited

(Formerly India Infoline Limited)
CIN: L74999MH1995PLC093797

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) 25806650.

Fax: (91-22) 25806654

E-mail: shareholders@indiainfoline.com

Website: www.indiainfoline.com

Form No. MGT-11

Proxy Form

(Pursuant to section 150(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rule, 2014)

Name of Member(s)			
Registered address			
Email Id:-			
Folio No./ Client ID	DP ID:-	No. of Shares held:-	

I/We, being the member (s) of _____ shares of the IIFL HOLDINGS LIMITED, hereby appoint:

- 1) Name : _____
Address : _____

E-mail ID : _____
Signature : _____ or failing him / her

- 2) Name : _____
Address : _____

E-mail ID : _____
Signature : _____ or failing him / her

- 3) Name : _____
Address : _____

E-mail ID : _____
Signature : _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, July 29, 2015, at 4.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

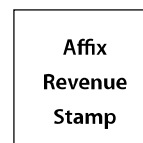
Resolution No.	Description	For	Against
1	Consider and adopt the Audited Balance Sheet of the Company as at March 31, 2015 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the Auditors' and Directors' thereon.		
2	Appoint a Director in place of Mr. Chandran Ratnaswami who retires by rotation		
3	Appointment of Statutory Auditors and to fix their remuneration.		
4	Appointment of Ms. Geeta Mathur as an Independent Director		

5	Approval for issue Non-Convertible Debentures on private placement		
6	Approval for alteration in the Articles of Association of the Company		
7	Approval of terms and conditions for re-appointment with respect to remuneration of Mr. Nirmal Jain as the Whole Time Director designated as the Executive Chairman		
8	Approval of terms and conditions for re-appointment with respect to remuneration of Mr. R Venkataraman as the Whole Time Director designated as the Managing Director		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Signature of the Proxy holder(s) _____



Notes:

1. **This form of proxy in order to be effective must be duly completed and deposited at the Registered Office of the Company , not less than 48 hours before the commencement of the meeting.**
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.