



## IIFL Holdings 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 **Twenty First Annual General Meeting** of the members of IIFL Holdings Limited will be held on Friday, 29<sup>th</sup> day of July 2016, at 04.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018, to transact the following businesses:

### ORDINARY BUSINESS:

- To consider and adopt:
  - The audited standalone financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
  - The audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2016.

- To appoint a Director in place of Mr. Nirmal Jain, who retires by rotation and being eligible, offers himself for reappointment 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** Mr. Nirmal Jain (DIN: 00010535), 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.”

- To appoint a Director in place of Mr. R Venkataraman, who retires by rotation and being eligible, offers himself for reappointment 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** Mr. R Venkataraman (DIN: 00011919), 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.”

- 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 with or without modification(s), 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.”

- To appoint Auditors and fix their remuneration 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** 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:

- To consider and approve payment of commission to Non-Executive Directors 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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from April 01, 2016.”

- To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

8. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and 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 ₹ 2,000 crore (Rupees Two Thousand Crore only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, 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."

**By Order of the Board of Directors**

**Gajendra Thakur**

Company Secretary  
ACS- 19285

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.- 022-41035000

Date: May 05, 2016  
Place: Mumbai

**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 business 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. 22. 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. Nirmal Jain (DIN: 0010535), Mr. R Venkataraman (DIN: 00011919), and Mr. Chandran Ratnaswami (DIN: 00109215) are liable to retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment. Mr. Nirmal Jain (DIN: 0010535), Mr. R Venkataraman (DIN: 00011919), and Mr. Chandran Ratnaswami (DIN: 00109215) are not related to any Directors of the Company. Brief resume and nature of their expertise in specific functional areas are provided in Corporate Governance report. Names of companies in which they hold directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided on next page:

Particulars	Mr. Nirmal Jain - Executive Chairman	Mr. R Venkataraman - Managing Director	Mr. Chandran Ratnaswami - Non Executive Director
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. India Infoline Finance Limited.</li> <li>2. India Infoline Housing Finance Limited.</li> <li>3. IIFL Wealth Management Limited.</li> <li>4. Sunder Bhawar Holiday Homes Private Limited.</li> <li>5. IIFL Asset Reconstruction Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. India Infoline Limited.</li> <li>2. IIFL Asset Reconstruction Limited</li> <li>3. India Infoline Housing Finance Limited.</li> <li>4. India Infoline Commodities Limited.</li> <li>5. India Infoline Insurance Brokers Limited.</li> <li>6. IIFL Wealth Management Limited.</li> <li>7. IIFL Facilities Services Limited.</li> <li>8. India Infoline Finance Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. ICICI Lombard General Insurance Company Limited.</li> <li>2. Thomas Cook (India) Limited.</li> <li>3. National Collateral Management Services Limited.</li> <li>4. Larchmont Developers Private Limited.</li> <li>5. Fairbridge Capital Private Limited.</li> </ol>
Committee position held in other Companies	Please refer to Corporate Governance report	Please refer to Corporate Governance report	Please refer to Corporate Governance report
Shareholding of Director in the Company	16.19% equity shares in the Company	6.29% equity shares in the Company	NIL
Shares held on beneficial basis in the Company	NIL	NIL	NIL

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses 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. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from July 23, 2016 to July 29, 2016 (both days inclusive) to determine those members who hold shares in physical form and who will be entitled to vote 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. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company, M/s. Linkintime India Private Limited ("Linkintime") at Pannalal Silk Mills Compound, C-13, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup West, Mumbai, Maharashtra 400078.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime.
12. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
13. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
14. 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.

15. 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.
16. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 436,332/- and Rs. 1,556,328/- being the unpaid and unclaimed dividend amount pertaining to Interim Dividend declared in financial year 2008-09 and 2009-2010 respectively to the Investor Education and Protection Fund of the Central Government. The Members, who have not encashed the dividend warrants up to the said period, are requested to claim the amount from the Ministry of Corporate Affairs, Mumbai.
17. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends 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 claiming dividends declared by the Company.
18. The Company has designated an exclusive e-mail ID called shareholders@indiainfoline.com to redress shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at shareholders@indiainfoline.com.
19. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
20. 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 2016 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.**
21. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to Nehru Planetarium.
22. Voting Results  
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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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'.
  - 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, 2016. 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, 2016 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, 2016  
End of e-voting: Up to 5:00 p.m. (IST) on July 28, 2016  
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.
- XI. The Scrutinizer, after scrutinizing the votes cast at the Meeting through Poll on Demand and through e-voting, will, not later than Forty Eight hours from the conclusion of the Meeting, make a consolidated scrutinizer's report which shall be placed on the website of the Company [www.indiaonline.com](http://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, 2016.
- XIII. The e-voting 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.nsd.com/>
  - (iii) Click on member – 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 eight 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 "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](mailto:nilesh@ngshah.com) with a copy marked to [evoting@nsdl.co.in](mailto: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
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  - (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.nsd.com](http://www.evoting.nsd.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 Businesses mentioned in the accompanying Notice:

**Item No. 6**

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members. The members of the Company at the 16th Annual General Meeting held on July 15, 2011, approved the remuneration payable to Non-Executive Directors of the Company by way of commission upto Rs 5,000,000 but not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from 1 April, 2011 and ending with 31 March, 2016. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, to pay commission not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the approval by the Board of Directors of the Company, for a period of five years commencing from 1st April 2016. Such payment, if made, will be in addition to the sitting fees for attending Board/Committee meetings. Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2015-16 is provided in the annexure to the Directors Report and the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 06 of the notice. The Board recommends the resolution set forth in Item No. 06 for the approval of the Members.

**Item No. 7**

The existing Articles of Association (“AOA”) of the Company is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (“The Act”).

The Act is now largely in force and most of the substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The proposed new draft AOA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 07 of the Notice.

The Board recommends the Special Resolution set out at Item No. 07 of the Notice for the approval by the Members.

**Item No. 8**

As per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

In order to augment long term resources for financing, inter alia, the ongoing 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.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 08, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 08 of the Notice.

The Board recommends the Special Resolution set out at Item No. 08 of the Notice for approval by the Members.

**By Order of the Board of Directors**

**Gajendra Thakur**

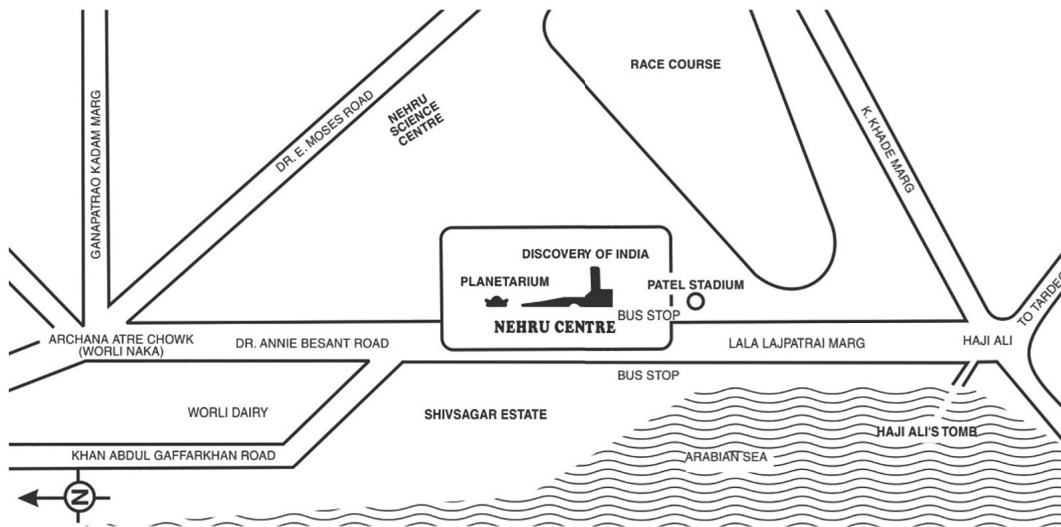
Company Secretary  
ACS- 19285

Registered Office: IIFL House,  
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CIN:L74999MH1995PLC093797  
e-mail: shareholders@indiaifoline.com  
Telephone No.- 022-41035000

Date: May 05, 2016

Place: Mumbai

**VENUE OF THE 21ST ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JULY 29, 2016 AT 4.00 P.M.**  
Venue address: Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai-400018



**Location Map of Nehru Centre**







## IIFL Holdings 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 **TWENTY FIRST ANNUAL GENERAL MEETING** of the Company to be held on Friday, July 29, 2016 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 in the 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 the Note no. 22 of the Notice dated May 05, 2016 of the 21<sup>st</sup> Annual General Meeting.





**IIFL Holdings Limited**

CIN: L74999MH1995PLC093797

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

Tel: (91-22) 41035000, Fax (91-22)25806654,

email –shareholders@indiainfoline.com

website: www.indiainfoline.com

**Form No. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies  
Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules,  
2014]

**TWENTY FIRST ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JULY 29 2016 AT 4.00 P.M.**

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Regd. 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 : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY FIRST ANNUAL GENERAL MEETING** of the Company to be held on Friday, July 29, 2016 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
1	To receive, consider and adopt : (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.

Resolution No.	Description
2	To appoint a Director in place of Mr. Nirmal Jain (DIN: 00010535), who retires by rotation and being eligible, offers himself for reappointment.
3	To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.
4	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.
5	To appoint Statutory Auditors and fix their remuneration.
6	Commission to Non-Executive Directors of the Company.
7	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 .
8	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix  
One Rupee  
Revenue  
Stamp

**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 case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





**IIFL HOLDINGS LIMITED**

**CIN: L74999MH1995PLC093797**

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

• Tel: (91-22) 2103 5000 • Fax: (91-22) 25806654

• E-mail: [shareholders@indiaifoline.com](mailto:shareholders@indiaifoline.com) • Website: [www.indiaifoline.com](http://www.indiaifoline.com)

**ANNUAL GENERAL MEETING NOTICE**

Notice is hereby given that the Twenty First Annual General Meeting ('AGM') of IIFL Holdings Limited (the "Company") will be held on Friday, July 29, 2016 at 04.00 P.M., at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the business specified in the Notice convening the AGM of the Company. The dispatch of the Annual Report of the Company for the financial year, 2015-16 along with the AGM Notice and E-voting procedure to the Members was completed on July 04, 2016.

The Annual Report has been sent electronically to those members, whose email addresses were available with the Company's Registrar and Transfer Agent, Link Intime India Private Limited. For the members, who have not registered their email addresses the Annual Report has been sent to their registered postal address by the permitted mode.

Notice is also hereby given, pursuant to section 91 of the Companies Act, 2013 (the 'Act') read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and share Transfer Books of the Company will remain closed from Saturday July 23, 2016 to Friday July 29, 2016 (both days inclusive) for the purpose of ensuing Annual General Meeting.

In terms of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the Twenty First AGM of the Company (remote e-voting) through e-voting services of National Securities Depository Limited ('NSDL'). The details pursuant to the Act are as under:

- a) Members holding shares either in physical form or in dematerialization form, as on the Cut-Off Date i.e. Friday July 22, 2016 ('eligible Members'), to exercise their rights to vote by remote e-voting and voting to be held at AGM on any or all of the businesses specified in the Notice convening the AGM of the Company;
- b) The remote e-voting will commence on Tuesday, July 26, 2016 at 9.00 A.M.;
- c) The remote e-voting will end on Thursday, July 28, 2016 at 5.00 P.M.;
- d) The remote e-voting module shall be disabled for voting thereafter and voting through electronic means shall not be allowed to change it subsequently;
- e) The Members can participate in the AGM even after exercising his right to vote through remote e-voting but shall not vote again in the AGM, only the eligible members shall be entitled to avail the facility of remote e-voting or the voting at the AGM;
- f) In case the person become the Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date i.e. Friday July 22, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if a person is already registered with NSDL for e-voting then existing user ID and password can be used for casting vote;
- g) The Notice of AGM is available on the Company's website [www.indiaifoline.com](http://www.indiaifoline.com) and also on the NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In the case of queries, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manuals for members at the download Section at NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 22 2990 or contact Mr. Rajiv Rajan, Assistant Manager, National Securities Depository Limited ('NSDL').

**For IIFL Holdings Limited**  
Sd/-

**Gajendra Thakur**  
Company Secretary

Place: **Mumbai**  
Date: **July 05, 2016**





आयआयएफएल होल्डिंग्ज लिमिटेड  
सीआयएन क्र.: L74999MH1995PLC093797  
नोंदणीकृत कार्यालय: आयआयएफएल हाऊस, सन इन्फोटेक पार्क, रोड क्र. १६ व्ही,  
प्लॉट क्र. बी-२३ एमआयडीसी, टाणे औद्योगिक विभाग, बागळे इस्टेट, टाणे-४००६०४  
• दूर: (९१-२२) ४१०३ ५००० • फॅक्स: (९१-२२) २५८०६६५४  
• ई-मेल: shareholders@indiaifoline.com • संकेतस्थळ: www.indiaifoline.com

### वार्षिक आमसभा (सामान्य बैठक) सूचना

येथे असे सूचित करण्यात येते की, आयआयएफएल होल्डिंग्ज लिमिटेड ('द कंपनी') ची एकवीसवी वार्षिक आम सभा ('एजीएम') ही शुक्रवार, २९ जुलै रोजी संध्याकाळी ४.०० वाजता हॉल ऑफ हार्मनी, नेहरू सेंटर, डॉ. अंजी बेसन्ट रोड, बरळी मुंबई - ४०००१८ येथे घेण्यात येणार असून, या सभे-दरम्यान कंपनीच्या व्यावसायिक वैशिष्ट्यावर लक्ष्य केंद्रित करण्यात येणार आहे, ज्या वदल कंपनीच्या वार्षिक आमसभा सूचनेमध्ये माहिती देण्यात आलेली आहे. कंपनीचा २०१५-१६ या वार्षिक कार्यकालाकरिताचा वार्षिक अहवाल हा वार्षिक आमसभा सूचनेसह आणि ई-मतदानाच्या प्रक्रियेसह ०४ जुलै, २०१६ रोजी पूर्ण करण्यात आलेला आहे.

वार्षिक अहवाल हा कंपनीच्या नोंदवहीमध्ये आणि लिंक इनटाईम इंडिया प्रायवेट लिमिटेड या स्थलांतरण एजंटकडून मिळालेल्या ई-मेल धारक सभासदांना, इलेक्ट्रॉनिक माध्यमाने पाठविण्यात आलेला आहे. ज्या सभासदांचे ई-मेल नोंदणीकृत झालेले नाही त्यांना टपालाच्या साहाय्याने वार्षिक अहवाल पाठविण्यात आलेला आहे.

कंपनी कायदा, २०१३ ('द अक्ट') या विभाग ९१ ला अनुसरून, व कंपनी (व्यवस्थापन व प्रशासन) नियम २०१४, आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्क्लोजर रिक्वायरमेंट) अनुसूची, २०१५नुसार असे सूचित करण्यात येते की, सभासदांची नोंद वही आणि कंपनीची शेअर स्थलांतरण पुस्तिका ही शनिवार २३ जुलै, २०१६ ते २९ जुलै, २०१६ शुक्रवार पर्यंत (दोन्ही दिवस धरून) वार्षिक आम सभेकरिता बंद ठेवण्यात येणार आहे.

कायद्याच्या विभाग १०८ मधील अटी आणि कंपनी (व्यवस्थापन व प्रशासन) नियम २०१४, च्या नियम २०नुसार आणि सेबी २०१५ च्या (लिस्टिंग ऑब्लिगेशन्स अँड डिस्क्लोजर रिक्वायरमेंट) अनुसूची ४४नुसार कंपनी सभासदांना आपले मत हे इलेक्ट्रॉनिक पद्धतीने एकवीसव्या आम सभेच्या सूचनेत दिलेल्या व्यावसायिक पद्धतीने करता येण्याची मुभा दिलेली आहे, ज्या करिता (रिमोट ई-मतदान) हे राष्ट्रीय सुरक्षा ठेवी लिमिटेड ('एनएसडीएल') च्या ई-वोटिंग पद्धतीने करता येणार आहे. कायद्याला अनुसरून तपशीलवार माहिती खालील प्रमाणे:

- भौतिक किंवा शेअरच्या कर्जाच्या रूपात शेअर्स असलेल्या सभासदांची कट ऑफ तारीख ही शुक्रवार २२, जुलै, २०१६ ('पात्र असलेले सभासद') असे, या पुढील त्यांनी रिमोट ई-मतदान आणि आमसभेतील मतदान या कोणत्याही माध्यमाने, किंवा कंपनी द्वारे दिल्या गेलेल्या व्यावसायिक सूचनेच्या माध्यमाने करावे;
- रिमोट ई-मतदान, हे मंगळवार, २६ जुलै २०१६ रोजी सकाळी ९:०० घेण्यात येईल;
- रिमोट ई-मतदान हे शुक्रवार, २८ जुलै, २०१६ ला संध्याकाळी संपेल;
- रिमोट ई-मतदानाचे मोड्युल हे थानंतर मतदानाकरिता बंद करण्यात आणि इलेक्ट्रॉनिक पद्धतीने त्यानंतर मतदान करण्याची मुभा दिल्ली जाणार नाही;
- सभासदांना रिमोट ई-मतदानाच्या माध्यमातून मतदान केल्यानंतर सुद्धा आम सभे मध्ये सहभागी होता येईल पण मग आमसभेच्या वेळेला त्यांना मतदान करता येणार नाही, फक्त पात्र असलेल्या सभासदांना एक तर रिमोट ई-मतदान आणि आमसभेमध्ये मतदानाचा म्हणजेच कोणताही एकच अधिकार असेल;
- समजा आमसभेची सूचना पाठविल्यानंतर एखादी व्यक्ती सभासद झाली असेल, पण कट ऑफ तारखेच्या पुर्वी सभासद झाली असेल म्हणजेच शुक्रवार २२ जुलै, २०१६ पुर्वी, तर त्याला लॉगिन आयडी आणि पासवर्ड पाठविला जाईल आणि evoting@nsdl.co.in येथे मतदान करू देण्याची विनंती पाठविता येईल पण ती व्यक्ती आगोदरच एनएसडीएल सह ई-मतदानाकरिता नोंदणीकृत असेल तर त्याचा तोच आयडी आणि पासवर्ड पाठवून त्याला मतदान करता येऊ शकेल;
- आमसभेची सूचना ही [www.indiaifoline.com](http://www.indiaifoline.com) या कंपनीच्या संकेतस्थळावर आणि एनएसडीएलच्या [www.evoting.nsdl.com](http://www.evoting.nsdl.com) या संकेतस्थळावर उपलब्ध आहे.

कोणत्याही प्रकारचे प्रश्न असल्यास, सभासदांनी, बाबदार विचारले जाणारे प्रश्न (एफएक्यू)चा आणि एनएसडीएलच्या [www.evoting.nsdl.com](http://www.evoting.nsdl.com) या संकेत स्थळावरील सभासदांसाठीच्या ई-मतदान मॅन्युअलचा संदर्भ घ्यावा किंवा टोल फ्री क्रमांकावर कॉल करा: १८०० २२ २९९० किंवा राष्ट्रीय सुरक्षा ठेव लिमिटेड (मॅनगल सिवयुगिटी डिपॉजिटरी, एनएसडीएल) ये सह व्यवस्थापक श्री. राजीव राजन यांच्याशी संपर्क साधावा.

ठिकाण: मुंबई  
तारीख: जुलै ०५, २०१६

आयआयएफएल होल्डिंग्ज लिमिटेडकरिता  
स्वाक्षरीकर्ता/-  
गजेंद्र ठाकूर  
कंपनी सचिव