



June 28, 2017

<p>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 Fax No.: 22723719/ 22723121/ 22722037/ 22722041/ 22722061 BSE Scrip Code: 532636</p>	<p>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Tel No.: 2659 8235 Fax No.: 26598237/ 26598238 NSE Symbol: IIFL</p>
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**Sub: Notice of 22<sup>nd</sup> Annual General Meeting.**

Dear Sir,

This is with reference to our intimation to the exchange(s) dated June 27, 2017. The Company has dispatched the Notice of 22<sup>nd</sup> Annual General Meeting along with the Annual Report on June 27, 2017 to the members of the Company for the Financial Year ended March 31, 2017.

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached herewith notice of the 22<sup>nd</sup> Annual General Meeting for your information and record.

Also find enclosed a copy of the clippings published in the newspapers on June 28, 2017, detailing the procedure with respect to the e-voting facility provided by the Company to all its Members to enable them, to cast their vote on all matters listed in the Notice convening the 22<sup>nd</sup> Annual General Meeting of the Company on Saturday, July 22, 2017 at 4.30 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018. The said clippings are also placed on the website of the Company [www.iifl.com](http://www.iifl.com).

Kindly take the same on record and acknowledge the receipt.

Thanking You,

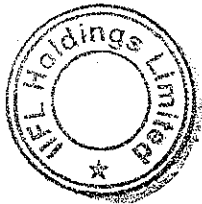
Yours faithfully,

For IIFL Holdings Limited

Gajendra Thakur  
Company Secretary

Place: Mumbai

Email: [gajendra.thakur@iifl.com](mailto:gajendra.thakur@iifl.com)



IIFL Holdings Limited (Formerly "India Infoline Limited")

CIN No.: L74999MH1995PLC093797

Corporate Office – IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: (91-22) 4249 9000 .Fax: (91-22) 40609049  
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: [csteam@indiainfoline.com](mailto:csteam@indiainfoline.com) Website: [www.indiainfoline.com](http://www.indiainfoline.com)

**IIFL HOLDINGS LIMITED**

CIN: L74999MH1995PLC093797

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

Tel: (91-22) 3929 4000/ 4103 5000 Fax: (91-22) 26847077

E-mail: shareholders@iifl.com Website: www.iifl.com

## Notice

Notice is hereby given that the Twenty Second Annual General Meeting of the members of IIFL Holdings Limited will be held on Saturday, 22nd day of July 2017, at 4.30 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - (a) The audited standalone financial statement(s) of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon; and
  - (b) The audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2017, together with the Audiors reports thereon.
2. To appoint a Director in place of Mr. Nirmal Jain (00010535), 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 re-appointment, be and is hereby re-appointed as the Director of the Company.”

3. To appoint Statutory 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** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27<sup>th</sup> AGM of the Company to be held in the year 2022, subject to the ratification by members at every AGM till 27<sup>th</sup> AGM, at such remuneration plus applicable taxes, out of pocket expenses, etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

4. To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis 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 Rs. 2,000 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.”

**By Order of the Board of Directors**

**Gajendra Thakur**

Company Secretary  
ACS - 19285

Dated: May 4, 2017  
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@iifl.com  
Telephone No. - 022-41035000

**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.
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: 00010535) is liable to retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Mr. Nirmal Jain (DIN: 00010535) is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in Corporate Governance report. Names of companies in which he 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 as under:

Particulars	Mr. Nirmal Jain - Executive Chairman
Directorships in other Companies	1. India Infoline Finance Limited 2. India Infoline Housing Finance Limited 3. IIFL Wealth Management Limited 4. Sunder Bhawar Holiday Homes Private Limited
Committee position held in other Companies	Please refer to Corporate Governance report
Shareholding of Director in the Company	16.12% equity shares in the Company
Shares held on beneficial basis in the Company	NIL

5. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Businesses under item nos. 3 & 4 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 16, 2017 to July 22, 2017 (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 :
- To bring their attendance slip along with their copy of Annual Report to the Meeting.
  - To quote their folio nos./ ID nos. in all correspondence.
  - 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 C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
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/ Linkintime.
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. 6,02,134/- and Rs. 11,76,922/- being the unpaid and unclaimed dividend amount pertaining to Interim Dividend 1 and Interim Dividend 2 declared in financial year 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.  
  
Further as per the provisions of section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules, 2016) notified by Ministry of Corporate Affairs with effect from September 07, 2016 and as amended on February 28, 2017, the equity shares of the Company in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to demat account of IEPF. Accordingly, the Company has sent individual notice(s) to shareholders at their registered address whose shares are liable to be transferred to IEPF advising member to claim shares before May 31, 2017.
17. The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> 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@iifl.com to redress shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at shareholders@iifl.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 2017 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, Mumbai.
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 the facility to exercise their right to vote on resolutions proposed to be passed



- in the Meeting by electronic means ('e-voting'). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting.
- 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 Central Depository Services (India) Limited (CDSL) 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., Saturday, July 15, 2017. 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., Saturday, July 15, 2017, only shall be entitled to avail the facility of e-voting/Poll.
- VII. 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 and e-voting process in a fair and transparent manner.
- VIII. 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.iifl.com](http://www.iifl.com) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- IX. 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 22, 2017.
- X. Information and other instructions relating to e-voting are as under:
- (i) The e-voting facility will be available during the following period:  
Commencement of e-voting: From 09:00 a.m. (IST) on July 19<sup>th</sup>, 2017  
End of e-voting: Up to 05:00 p.m. (IST) on July 21<sup>st</sup>, 2017  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID  
a. For CDSL: 16 digits beneficiary ID,  
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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For Members holding shares in Demat Form and Physical Form

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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not update-d their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Account Details OR Date of Birth (DOB)	Enter the Dividend Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for IIFL Holdings Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store/App Store for Android/Apple phones, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested



to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.

24. During the year 2016-17, the company declared and paid an interim dividend of ₹ 4.50 per equity share (i.e. 225% of face value of ₹ 2 per share). The same shall be considered as final dividend.

#### **REGISTRATION / UPDATING OF EMAIL IDS AND BANK DETAILS**

Members are requested to support the "Green Initiative" by registering their Email address with the Company, if not already done.

Those members who have changed their Email Address are requested to register their new Email Address with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain Bank details of its Members for the purpose of payment of Dividends etc. Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode to enable expeditious credit of the dividend into their respective Bank accounts electronically.



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

The following Statement sets out all material facts relating to the Businesses mentioned under Item nos. 3 & 4 of the accompanying Notice:

Item No. 3

This explanatory statement is provided though strictly not required as per section 102 of the Act.

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. Sharp & Tannan Associates, Chartered Accountants, the existing Statutory Auditors have been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint a new Statutory Auditor in the ensuing Annual General Meeting of the Company. The Board of Directors at their meeting held on May 4, 2017 have recommended the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) as Statutory Auditor of the Company in place of M/s. Sharp & Tannan Associates to hold office from the conclusion of this AGM until the conclusion of the 27<sup>th</sup> AGM of the Company, subject to ratification by the Members at every AGM till the 27<sup>th</sup> AGM.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 3 of this Notice is accordingly recommended for your approval.

Item No. 4

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 there under, 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. 4, 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. 4 of the Notice.

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

**By Order of the Board of Directors**

**Gajendra Thakur**  
Company Secretary  
ACS - 19285

Dated: May 4, 2017  
Place: Mumbai

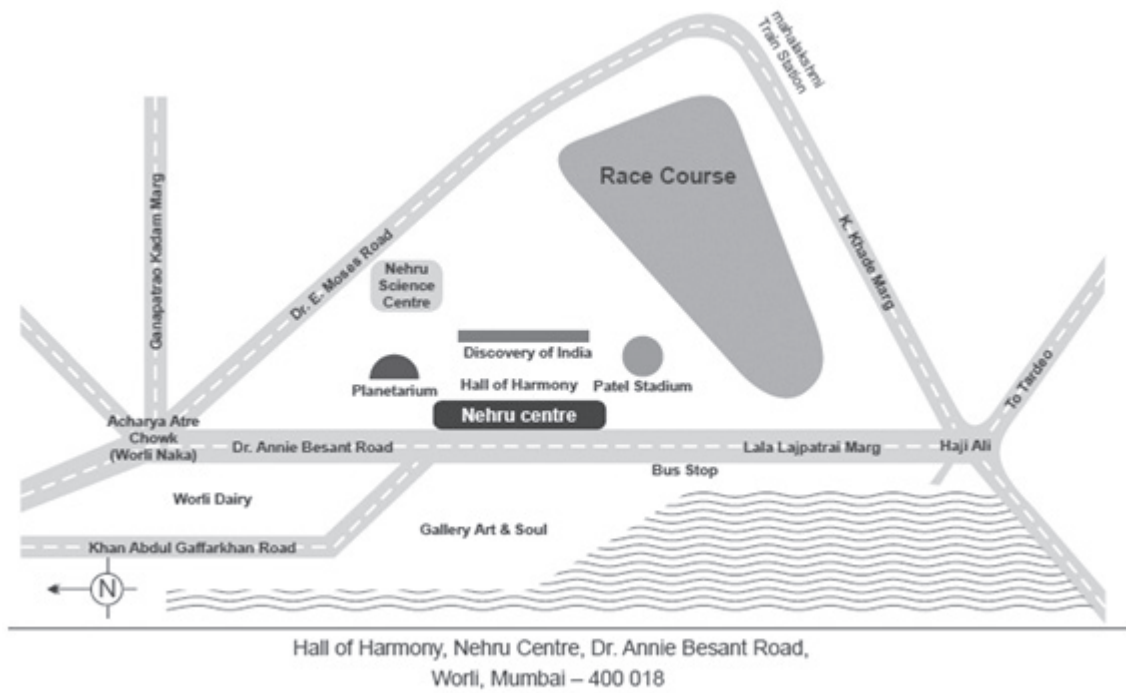
Registered Office: IIFL House,  
Sun Infotech Park, Road No. 16V,  
Plot No. B-23, Thane Industrial Area,  
Wagle estate, Thane -400604  
CIN:L74999MH1995PLC093797  
e-mail: shareholders@iifl.com  
Telephone No. - 022-41035000





**ROUTE MAP OF THE 22<sup>nd</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON  
SATURDAY, JULY 22, 2017 AT 4.30 P.M.**

Venue address: Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai-400018





**IIFL Holdings Limited**

CIN No.: L74999MH1995PLC093797

Registered 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: [shareholders@iifl.com](mailto:shareholders@iifl.com) • Website: [www.iifl.com](http://www.iifl.com)

#### **ANNUAL GENERAL MEETING NOTICE**

Notice is hereby given that the Twenty Second Annual General Meeting ('AGM') of IIFL Holdings Limited (the "Company") will be held on Saturday, July 22, 2017 at 04.30 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 2016-17 along with the AGM Notice and E-voting procedure to the Members was completed on June 27, 2017.

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 Sunday, July 16, 2017 to Saturday, July 22, 2017 (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 Second AGM of the Company (remote e-voting) through e-voting services of Central Depository Services Limited (CDSL). The details pursuant to the Act are as under;

- Members holding shares either in physical form or in dematerialization form, as on the Cut-Off Date i.e. Saturday, July 15, 2017 ('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;
- The remote e-voting will commence on Wednesday, July 19, 2017 at 9.00 A.M.;
- The remote e-voting will end on Friday, July 21, 2017 at 5.00 P.M.;
- The remote e-voting module shall be disabled for voting thereafter and voting through electronic means shall not be allowed to change it subsequently;
- 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.
- 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. Saturday, July 15, 2017, may follow the e-voting instructions for voting as per notice. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote;
- The Notice of AGM is available on the Company's website [www.iifl.com](http://www.iifl.com) and also on the CDSL's website [www.evotingindia.com](http://www.evotingindia.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 HELP Section at CDSL's website [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800 200 5533 or contact Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services Limited (CDSL)

For IIFL Holdings Limited

Sd/-

Gajendra Thakur  
Company Secretary

Place: Mumbai  
Date: 27<sup>th</sup> June, 2017





**आयआयएफएल होल्डिंग्स लिमिटेड**

CIN: L74999MH1995PLC093797

नोंदणीकृत कार्यालय: आयआयएफएल हाऊस, सन इन्फोटेक पार्क, रोड क्र. १६ व्ही, प्लॉट नं.बी-२३, एमआयडीसी, ठाणे इंडस्ट्रीयल एरिया, वागळे इस्टेट, ठाणे - ४००६०४.

दूरध्वनी: (९१-२२) ४१०३ ५०००. फॅक्स (९१-२२) २५८०६६५४

ई-मेल: shareholders@iifl.com, वेबसाइट: www.iifl.com

**वार्षिक सर्वसाधारण सभेची सूचना**

याद्वारे सूचना देण्यात येते की, कंपनीच्या वार्षिक सर्वसाधारण सभेच्या सूचनेमध्ये नमूद केलेले कामकाज करण्याकरिता, आयआयएफएल होल्डिंग्स लिमिटेड (सदर 'कंपनी') ची बावीसावी वार्षिक सर्वसाधारण सभा ('एजीएम') हॉल ऑफ हार्मनी, नेहरु सेंटर, डॉ. अंणी बेडंत रोड, वरळी, मुंबई - ४०००१८ येथे शनिवार दिनांक २२ जुलै, २०१७ रोजी सायंकाळी ०४.३० वाजता घेण्यात येईल. कंपनीचा वित्तीय वर्ष २०१६-१७ चा वार्षिक अहवाल तसेच एजीएम ची सूचना आणि ई-मतदान करण्याची पध्दत सभासदांना पाठविण्याचे काम २७ जून, २०१७ रोजी पूर्ण करण्यात आले आहे.

कंपनीचे निबंधक आणि हस्तांतरण अभिकर्ता, लिंक इनट्राईम इंडिया प्रायव्हेट लिमिटेड यांच्याकडे ज्या सभासदांचे ई-मेल पत्ते उपलब्ध होते, त्यांना वार्षिक अहवाल इलेक्ट्रॉनिक माध्यमातून पाठविण्यात आले आहेत. ज्या सभासदांनी त्यांचे ई-मेल पत्ते नोंदणीकृत केलेले नाहीत त्यांना वार्षिक अहवाल त्यांच्या नोंदणीकृत पोस्टाच्या पत्त्यावर अनुज्ञेय माध्यमातून पाठविण्यात आले आहेत.

तसेच, कंपनी अधिनियम, २०१३ (सदर 'अधिनियम') चे कलम ९१, कंपनी (व्यवस्थापन आणि प्रशासन) नियम २०१४ चा नियम १० च्या सहवाचनाने आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) नियमावली २०१५ चा नियम ४२ च्या अनुषंगाने पुढे सूचना देण्यात येते की, येत्या वार्षिक सर्वसाधारण सभेच्या प्रयोजनासाठी कंपनीच्या सभासदांची नोंदवही आणि शेअर हस्तांतरण नोंदवही रविवार दिनांक १६ जुलै, २०१७ पासून शनिवार दिनांक २२ जुलै, २०१७ (दोन्ही दिवस समाविष्ट) पर्यंत बंद राहतील.

अधिनियमाचे कलम १०८, सह सुधारित कंपनी (व्यवस्थापन आणि प्रशासन) नियम २०१४ चा नियम २० आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) नियमावली २०१५ चा नियम ४४ मुसार, कंपनीच्या बावीसाव्या एजीएम च्या सूचनेमध्ये नमूद केलेल्या कोणत्याही किंवा सर्व कामकाजांवर, सेंट्रल डिपॉझिटरी सर्व्हिसेस लिमिटेड (सीडीएसएल) च्या ई-मतदान सेवेच्या माध्यमातून इलेक्ट्रॉनिक पध्दतीने (दूरस्थ ई-मतदान) मतदान करण्याचा हक्क बजावता यावा यासाठी कंपनी तिच्या सभासदांना सुविधा उपलब्ध करून देत आहे. सदर अधिनियमाच्या अनुषंगाने तपशील पुढीलप्रमाणे आहे.

- विनिर्दिष्ट तारखेपर्यंत म्हणजेच शनिवार दिनांक १५ जुलै, २०१७ रोजीपर्यंत जे सभासद प्रत्यक्ष स्वरूपात किंवा डिमटेरियलायझेशन स्वरूपात शेअर धारण करित आहेत ('पात्र सभासद'), ते कंपनीच्या एजीएम बोलावण्याच्या सूचनेमध्ये नमूद केलेल्या कोणत्याही किंवा सर्व कामकाजांवर, दूरस्थ ई-मतदानाद्वारे आणि एजीएम मध्ये घेतल्या जाणाऱ्या मतदानामध्ये मत देण्याचा अधिकार बजावू शकतील.
- दूरस्थ ई-मतदान बुधवार दिनांक १९ जुलै, २०१७ रोजी सकाळी ९.०० वाजता सुरु होईल.
- दूरस्थ ई-मतदान शुक्रवार दिनांक २१ जुलै, २०१७ रोजी सायंकाळी ५.०० वाजता समाप्त होईल.
- त्यानंतर दूरस्थ ई-मतदानाची यंत्रणा अक्षम करण्यात येईल आणि इलेक्ट्रॉनिक माध्यमातून केलेले मतदान नंतर बदलता येणार नाही.
- दूरस्थ ई-मतदान करण्याचा अधिकार बजावल्यानंतरही सभासदांना एजीएम मध्ये सहभागी होता येईल तथापि एजीएम मध्ये ते पुन्हा मत देऊ शकणार नाहीत. दूरस्थ ई-मतदान करण्याची किंवा एजीएम मध्ये मत देण्याची सुविधा वापरण्याचा अधिकार फक्त पात्र सभासदांनाच असेल.
- कोणत्याही व्यक्ती एजीएम ची सूचना पाठविली गेल्यानंतर परंतु विनिर्दिष्ट तारखेस म्हणजेच शनिवार दिनांक १५ जुलै, २०१७ रोजी किंवा त्यापूर्वी कंपनीचे सभासद झाल्यास, ते मतदानासाठी नोंदीसीमध्ये नमूद केलेल्या ई-मतदानाविषयीच्या सूचनांचे अनुसरण करू शकतील. तथापि जर कोणतीही व्यक्ती यापूर्वी ई-मतदानासाठी सीडीएसएल बरोबर नोंदणीकृत असल्यास त्यांचा अस्तित्वात असलेला यूजर आयडी आणि पासवर्ड मत देण्यासाठी वापरता येईल.
- एजीएम ची सूचना कंपनीच्या [www.iifl.com](http://www.iifl.com) या वेबसाईटवर तसेच सीडीएसएल च्या [www.evotingindia.com](http://www.evotingindia.com) या वेबसाईटवर उपलब्ध राहिल.

कोणतीही चौकशी करवण्याची असल्यास सभासदांसाठी वारंवार विचारले जाणारे प्रश्न (एफएक्यूज) आणि ई-मतदान वापरकर्त्यासाठी हस्तपुस्तिका जी सीडीएसएल च्या [www.evotingindia.com](http://www.evotingindia.com) या वेबसाईटवर उपलब्ध आहे त्यांचा संदर्भ सभासद घेऊ शकतील किंवा नि:शुल्क क्र.: १८०० २०० ५५३३ वर किंवा श्री. मेहनूब लखाणी, सह व्यवस्थापक, सेंट्रल डिपॉझिटरी सर्व्हिसेस लिमिटेड ('सीडीएसएल') यांच्याशी संपर्क करू शकतील.

आयआयएफएल होल्डिंग्स लिमिटेड करिता

रथळ: मुंबई  
दिनांक: २७ जून, २०१७

स्वाक्षरी/-  
गजेंद्र टाकर  
कंपनी सचिव