IIFL Finance Limited
CIN: L67100MH1995PLC093797
Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area,
Wagle Estate, Thane – 400 604
Tel: (91-22) 4103 5000; Fax: (91-22) 2580 6654;
E-mail: shareholders@iifl.com, Website: www.iifl.com

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting ("Meeting") of the Members of IIFL Finance Limited ("the Company") will be held on Friday, July 08, 2022 at 2:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") 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, 2022, 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, 2022, together with Auditors report thereon.

2. To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment 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 re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

3. To approve an offer or invitation to subscribe to non-convertible debentures to be issued on a 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) and/or re-enactment(s) thereof, for the time being in force) and subject to the relevant provisions of the Memorandum of Association and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, the Master Direction-Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended and other applicable regulations as may be amended from time to time to the extent applicable, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer or invite subscriptions for Non-Convertible Debentures ("NCDs") including but not limited to Secured/Unsecured/Listed/Unlisted/ Rated/ Unrated/Non-Convertible/Market Linked/Subordinate Debt/Perpetual Debentures/Fixed Maturity Debentures, in one or more series/tranches, up to ₹ 100,000 Million (Rupee One Lakh Million Only) on a private placement basis, to such eligible 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 NCDs 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 authorized to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Mr. Nirmal Jain (DIN: 00010535) as a 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:

NOTICE (Contd.)

"RESOLVED THAT in supersession of earlier resolution passed on the matter and pursuant to Section 196, 197 and 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Mr. Nirmal Jain (DIN: 00010535) as a Managing Director of the Company, liable to retire by rotation, for a period of five (5) years commencing from April 01, 2022 on the terms and conditions as set out in the explanatory statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment as it may deem fit, subject to said provisions of the Act;

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

RESOLVED FURTHER THAT in the event of loss or inadequate profit in any Financial Year during the tenure of service of Mr. Nirmal Jain, the payment of salary, performance bonus, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Act and applicable provisions for the time being in force;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. To change the designation of Mr. R Venkataraman (DIN: 00011919) from Managing Director to Joint 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 in partial modification of earlier resolution passed on the matter and pursuant to Section 196, 197 and 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to change the designation of Mr. R Venkataraman (DIN: 00011919), from Managing Director to Joint Managing Director, liable to retire by rotation, w.e.f. April 01, 2022 for the remaining period of his tenure of five (5) years originally commencing from April 23, 2020 upto April 22, 2025 on terms and conditions as set out in the explanatory statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said change in designation as it may deem fit, subject to said provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited) and in this regards, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited), subsidiary of the Company and a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial

statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

7. To approve existing as well as all new material related party transactions with IIFL Facilities Services Limited and in this regards, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Facilities Services Limited, a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

8. To approve existing as well as all new material related party transactions with IIFL Management Services Limited and in this regards, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee

NOTICE (Contd.)

of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Management Services Limited, a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

9. To approve existing as well as all new material related party transactions with IIFL Securities Limited and in this regards, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Securities Limited, a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s) or any future arrangement(s)/transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

10. To approve existing as well as all new material related party transactions with 5Paisa Capital Limited and in

this regards, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with 5Paisa Capital Limited, a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement, including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/transaction(s)/contract(s)or any future arrangement(s)/transaction(s)/contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect."

By Order of the Board of Directors
For IIFL Finance Limited

Sneha Patwardhan
Company Secretary
ACS - 23266

Dated: June 09, 2022
Place: Mumbai

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane- 400604
CIN: L67100MH1995PLC093797
E-mail: shareholders@iifl.com
Telephone No.: (91-22) 4103 5000

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NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and May 05, 2022, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars the Meeting of the Company is being held through VC/OAVM.
2. A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars the Meeting will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

   Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to shareholders@iifl.com.
5. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.
6. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India ("SEBI") circular dated May 12, 2020 and May 13, 2022 ("SEBI Circulars"), Notice of the Meeting along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2021-22 will also be available on the website of the Company i.e. www.iifl.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
7. 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. 25.
8. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode upto the date of the Meeting i.e. Friday, July 08, 2022. Members can inspect the same by sending an email to the Company at shareholders@iifl.com.
10. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, July 02, 2022 to Friday, July 08, 2022 (both days inclusive).
11. Process for registration of email id for obtaining Annual Report and User ID/Password for e-voting and updation of bank account mandates is annexed to this Notice.
12. The Company has designated an exclusive e-mail id i.e. shareholders@iifl.com to redress Members complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at shareholders@iifl.com.
13. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email mentioning their names, DP ID and Client IDs/Folio No. and Mobile No. to the Company at shareholders@iifl.com atleast 7 days before the Meeting. The same will be replied by the Company suitably.
14. Share transfer documents and all correspondence relating thereto, should be addressed to Link Intime India Private Limited ("Link Intime"), RTA of the Company, at C-101, 247 Park, 1st Floor L.B.S. Marg,

Vikhroli (West), Mumbai - 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.

15. During the year 2021-22, the Company declared and paid an Interim Dividend of ₹ 3.50 per equity share (i.e. 175.00% of face value of ₹ 2 per share). The same shall be considered as final dividend.

16. Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends/interest and principal on Non-Convertible Debentures ("NCDs"), if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

    The Company accordingly transferred ₹ 8,14,002/- on November 16, 2021. The Company has also transferred 1,277 shares to IEPF in accordance with the above provisions. Further, during FY 2021-22, the Company has transferred the unclaimed interest and principal amount on NCDs of ₹ 32,97,909/- to the IEPF on a periodical basis.

    The Members, who have not encashed the dividend warrants, are requested to claim the amount from the IEPF Authority.

17. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF. Accordingly, Members who have not encashed their dividend after the unclaimed/unpaid dividend is transferred to IEPF can claim the same by making an online application in the prescribed Form IEPF-5 available on the website i.e. www.iepf.gov.in and send a physical copy of the Form IEPF-5 to the Company along with complete set of documents enumerated in the Form IEPF-5.

18. 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 DP and holdings should be verified.

19. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. Accordingly, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime for assistance in this regard.

20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to submit a duly filled and signed Form ISR–4, the format of which is available on the website of the Company i.e. https://storage.googleapis.com/iifl-finance-storage/files/2022-02/ISR-4.pdf and on the website of Link Intime. It may be noted that any service request can be processed only after the folio is KYC Compliant.

21. SEBI has recently mandated furnishing of Permanent Account Number (PAN), KYC details (i.e. Postal Address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Member will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

22. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, to their DP in case the shares are held by them in dematerialized form and to Link Intime in case the shares are held by them in physical form.

23. Pursuant to Section 72 of the Act, 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 RTA of the Company. Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form ISR-3 or Form No. SH-14 as the case may be, to the RTA of the Company. These forms will be made available on request, the format of which is available on the website of the Company i.e. https://www.iifl.com/finance/investor-relations/contact-centre?redirect=menu-bar.

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24. Information of Directors seeking appointment/ re-appointment at the Meeting, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, is annexed to the Notice as **Annexure A.**

25. 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 Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means.

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

Commencement of e-voting: From 9:00 a.m. (IST) on Sunday, July 03, 2022

End of e-voting: Up to 5:00 p.m. (IST) on Thursday, July 07, 2022.

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

III. The Company has engaged the services of Link Intime to provide remote e-voting facility to the Members.

IV. 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. Friday, July 01, 2022 only shall be entitled to avail the facility of e-voting.

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. Friday, July 01, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

VI. Members who are holding shares in physical form or non-individual Members who acquire shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. Friday, July 01, 2022 may obtain the User ID and Password by sending a request at rnt.helpdesk@linkintime.co.in. However, if they are already registered with Link Intime for remote e-voting, then they can use their existing User ID and Password for casting the vote.

VII. In case of individual Member holding securities in demat mode and who acquires shares of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. Friday, July 01, 2022 may follow steps mentioned in the Notice of the AGM under "Information and other instructions relating to remote e-voting."

VIII. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

IX. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

X. The Scrutinizer, after scrutinizing the votes, within two (2) working days from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company i.e. www.iifl.com. The results shall simultaneously be communicated to the Stock Exchanges.

XI. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, July 08, 2022.

XII. **Information and other instructions relating to remote e-voting are as under:**

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

NOTICE (Contd.)

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting & voting during the Meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. • Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting & voting during the Meeting.
Individual Members holding securities in demat mode with CDSL	• Existing user of who have opted for Easi/Easiest, they can login through their User ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • Alternatively, the user can directly access e-voting page by providing demat account No. and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting & voting during the Meeting.

NOTICE (Contd.)

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▶ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable). **C. DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format). **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above. ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour/Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour/Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on **'No'** and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at https://instavote.linkintime.co.in and register themselves as **'Custodian/Mutual Fund/ Corporate Body'.** They are also required to upload a scanned certified true copy of the board resolution/authority letter/ power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the **'Custodian/Mutual Fund/Corporate Body'** login for the Scrutinizer to verify the same.

Individual Members holding securities in Physical mode & e-voting service provider is LINK INTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

- Shareholders/members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participant's website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/members holding securities in Demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders & e-Voting service Provider is LINK INTIME.

In case shareholders/members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on 022–4918 6000.

XIII. Process and manner for attending the Annual General Meeting through InstaMeet: -

Open the internet browser and launch the URL: https://instameet.linkintime.co.in

- ▶ Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide** Folio No. registered with the Company

B. PAN: Enter your 10-digit PAN (Members who have not updated their PAN with the DP/Company shall use the sequence number provided to you, if applicable).

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the Meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the Meeting. Please read the instructions carefully and participate in the Meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

The Members can join the Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Instructions for Shareholders/Members to Speak during the Meeting through InstaMeet:

1. Members who would like to speak during the meeting must register their request up to Monday, July 04, 2022 (5:00 p.m. IST) with the company on the shareholders@iifl.com.
2. Members will get confirmation on first cum first basis.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other Members may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

   Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

NOTICE (Contd.)

Instructions for Shareholders/Members to vote during the Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the Meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present at the Meeting through InstaMeet facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting. Members who have voted through remote e-voting prior to the Meeting will be eligible to attend/participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

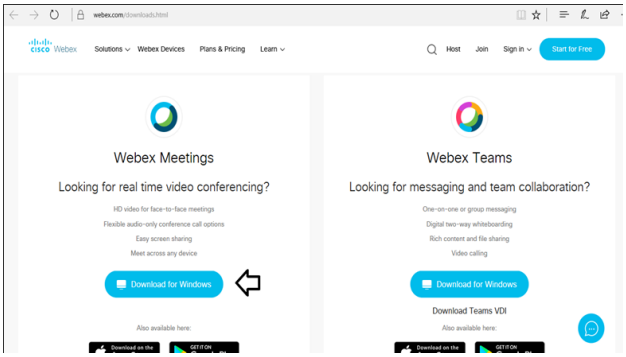
Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

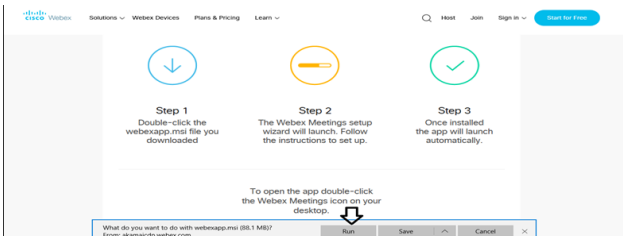
Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

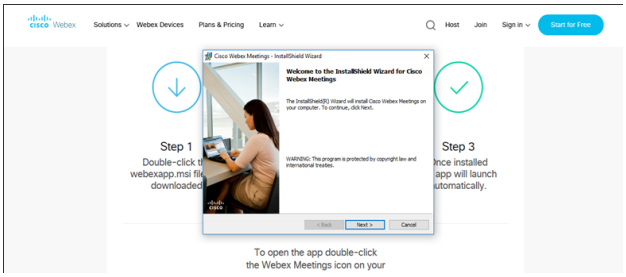
In case Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on 022-49186175.

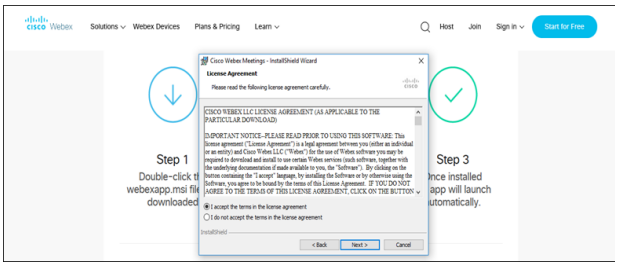
For a smooth experience of viewing the Meeting proceedings of Link Intime through InstaMeet, Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

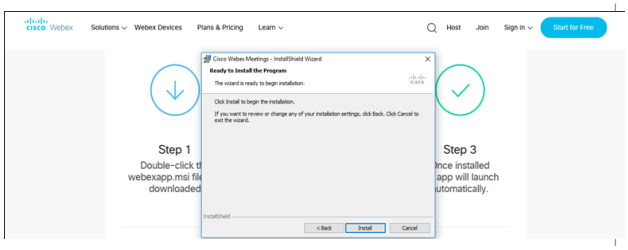
a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/







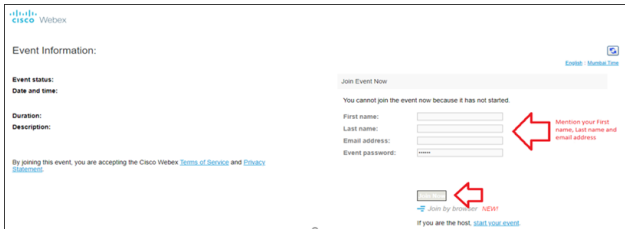




or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now.
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.



In case Members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on 022-49186175.

INSTRUCTIONS FOR MEMBERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a Member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

iii. Registration of email id for Shareholders holding physical shares:

The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E-mail/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio No., Certificate No., PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a Member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for Physical Shareholders:

The Members of the Company holding equity shares of the Company in physical form and who have not registered their bank details can get the same registered with Link Intime, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E-mail/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio No., Certificate No., PAN, email id along with the copy of the cheque leaf with the first named Member name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a Member may send an email to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

Item No. 3

The Members of the Company, at the Annual General Meeting held on June 30, 2021, passed a Special Resolution authorizing the Board of Directors of the Company to offer or invite subscription for Non-Convertible Debentures ("NCDs"), in one or more series/tranches for an amount of upto ₹ 100,000 Million. The said resolution was valid and effective for one year.

Pursuant to Section 42 of the Companies Act, 2013 ("the Act"), read with the Rules framed thereunder, a Company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain the prior approval of the Members by way of Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The Company is registered as a Non-Banking Financial Company with the Reserve Bank of India and the lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). In order to meet the business requirements, the Company has been using various resources raising options inter alia Commercial Paper, Bank Term Loan/Over Drafts, Public Issues and Private Placement of NCDs, etc.

In view of the above and considering the nature of business of the Company, the approval of the Members is being sought by way of a Special Resolution under Section 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 series/tranches to eligible persons for limit upto ₹ 100,000 Million during the period of one year from the date of passing of the resolution at Item No. 3, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

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. 3 of the Notice.

Item No. 4

As recommended and approved by the Nomination and Remuneration Committee ("NRC") and the Board of Directors, the Members had at its 24th Annual General Meeting held on September 30, 2019 approved the appointment of Mr. Nirmal Jain as Whole-time Director of the Company for a period of 5 years w.e.f. April 23, 2020 till April 22, 2025. Further, Mr. Nirmal Jain was also acting as Chairman of the Board.

As a measure of good corporate governance practice, the Board of Directors of the Company decided to separate the positions of the Chairman and Managing Director; with Chairman being a Non-Executive Director. Accordingly, Mr. Arun Kumar Purwar was appointed as the Chairman of the Company w.e.f. April 01, 2022.

Mr. Purwar has been on the Board of the Company since 2008 and has vast experience and impeccable track record and he Serves as Chairman of Eroute Technologies Private Limited, a fintech Co. He also works as an Independent Director in Companies across diverse sectors like power, telecom, steel, engineering consultancy, pharma and financial services. He also acts as an advisor to Mizuho Securities, Japan. He was Chairman of the State Bank of India ("SBI") from 2002 to 2006 and Chairman of the Indian Bank Association during 2005 to 2006. He has previously held positions such as Managing Director of State Bank of Patiala and has been associated in the setting up of SBI Life. Post his retirement from SBI, he was associated with a leading industry house in setting up the first healthcare focused private equity fund as well as a non-banking finance company focused on funding real estate projects as well as educational institutions. He has won a number of awards including the CEO of the year award from the Institute of Technology and Management (2004), "Outstanding Achiever of the Year" award from the Indian Banks' Association (2004) and "Finance Man of the Year" Award by the Bombay Management Association in 2006.

Mr. Nirmal Jain ceased to be the Chairman of the Company w.e.f. April 01, 2022. The NRC and the Board of Directors of the Company, at their meetings held on March 23, 2022, recommended/approved, respectively, the appointment of Mr. Nirmal Jain, as Managing Director, w.e.f. April 01, 2022 for a period of 5 years, subject to approval of the Members.

Mr. Nirmal Jain has played a key role and steered IIFL Group to one of the India's leading financial services group. He has led the Company through financial turmoil, regulatory upheaval and stiff competition. Under his leadership, IIFL group has been recognized as India's most trusted financial services brand. Mr. Nirmal Jain has piloted the Company successfully during these challenging times caused by multiple waves of COVID-19 pandemic.

The Board proposes to seek approval of the Members of the Company, approving the below terms and conditions for compensation of Mr. Nirmal Jain as Managing Director:

a) Basic salary of ₹ 6 Million per month subject to change as may be proposed by the NRC/Board from time to time.

b) Housing/HRA: He shall be entitled to a Company provided house or house rent allowance of 20% of basic salary if house owned by him but furnished by the Company or house rent allowance of 50% of basic salary if house owned and furnished by himself.

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

d) Other benefits: In addition to the above, he will be entitled to claim reimbursement of expenses on account of residence telephones, two cars, business promotion, entertainment, professional development and traveling, full re-imbursement 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 or any other benefit as approved by the NRC. Other benefits will be subject to a maximum of ₹ 2.50 Million per month.

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

f) Commission: He shall be paid commission as permissible under the Companies Act, 2013 ("the Act") and as determined by the Board/NRC 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.

g) 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. Nirmal Jain as minimum remuneration, subject to provisions of the Act.

h) 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, the notice period will be as per the Company's Policy.

In the event of termination for any of the reasons specified above, he or his Nominee(s) shall be entitled to receive as a lump sum severance payment, a sum equal to 5 times the annual salary including allowances and perquisites

The terms and conditions of the said appointment may be altered and varied from time to time by the Board/NRC as it may, in its discretion, deem fit.

The overall remuneration payable every year to Mr. Nirmal Jain is subject to the conditions that the total remuneration shall be within the permissible limits under Section 197 and Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereof.

Mr. Nirmal Jain is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Act and has given his consent to act as a Managing Director of the Company and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016, as amended. Mr. Nirmal Jain is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India or any other authority.

The necessary documents relating to his appointment shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to the Company at shareholders@iifl.com.

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

Except Mr. Nirmal Jain and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The other details of Mr. Nirmal Jain in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are annexed as **Annexure A** to this Notice.

Item No. 5

As recommended and approved by the Nomination and Remuneration Committee ("NRC") and the Board of Directors, the Members had at its 24th Annual General Meeting held on September 30, 2019 approved the appointment of Mr. R Venkataraman as Managing Director of the Company for a period of 5 years w.e.f. April 23, 2020 till April 22, 2025.

The NRC and the Board of Directors of the Company, at their meeting held on March 23, 2022 recommended/approved, respectively, change in designation of Mr. R Venkataraman from Managing Director to Joint Managing Director w.e.f. April 01, 2022 upto the remaining tenure i.e. April 22, 2025, subject to the approval of the Members.

Mr. R Venkataraman is also a Managing Director of IIFL Securities Limited ("IIFL Securities") an IIFL Group Company. He is drawing his entire remuneration from IIFL Securities and not drawing any remuneration from the Company.

NOTICE (Contd.)

The Board proposes to seek approval of the Members of the Company, approving the below terms and conditions:

a) Remuneration: Nil

b) 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.

c) 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, the notice period will be as per the Company's Policy.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board/NRC as it may, in its discretion, deem fit.

Mr. R Venkataraman is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Act and has given his consent to act as a Joint Managing Director of the Company and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016, as amended. Mr. R Venkataraman is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India or any other authority.

The necessary documents relating to his appointment shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to the Company at shareholders@iifl.com

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. R Venkataraman and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The other details of Mr. R Venkataraman in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are **Annexure A** to this Notice.

Item Nos. 6, 7, 8, 9 & 10

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") requires Members approval by means of an ordinary resolution for all material related party transactions, including transactions that are in the ordinary course of business of the concerned company.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements whichever is lower, or any other materiality threshold prescribed by any other applicable law.

The annual consolidated turnover of the Company for FY 2021-22 is ₹ 70,062.79 Million. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 7,006.28 Million (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

A transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed the limit as stipulated under Regulation 23 of the Listing Regulations.

The Company is one of the leading non-banking financial companies (NBFC), primarily engaged in the business of financing of the Gold loans, Business loans to MSMEs, Construction and real estate financing and capital market financing. Accordingly, the lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). Considering the nature of business and operations of the Company, the Company enters into various Related Party Transactions in the ordinary course of business.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for approval of the arrangements/ transactions/contracts undertaken whether by way of continuation/extension/renewal/modification/ratification of earlier arrangements/ transactions/contracts.

The Company proposes to obtain approval of its Members for giving approval to the Board for carrying out and/ or continuing with the following arrangements and transactions with above mentioned related parties:

i. Assignment/Securitisation;
ii. Availing premises on rental basis;
iii. Share broker arrangement;
iv. Purchase or sale of investment;
v. Inter-Corporate Deposits;
vi. Arrangement of allocation/reimbursement of all expenses to/from.
vii. Any other transactions

The above stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis.

NOTICE (Contd.)

With respect to the above matter, the Members are requested to note following disclosures of Interest:

Sr. No.	Name of the Related Party	Nature of Concern or Interest
1.	IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited)	IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited) is a material subsidiary of IIFL Finance Limited.
2.	IIFL Facilities Services Limited	IIFL Facilities Services Limited is a material subsidiary of IIFL Securities Limited. Mr. R Venkataraman is a Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 31.30% in IIFL Securities Limited.
3.	IIFL Management Services Limited	Mr. R Venkataraman is a Non-Executive Director of IIFL Management Services Limited. IIFL Management Services Limited is a subsidiary of IIFL Securities Limited. Mr. R Venkataraman is a Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 31.30% in IIFL Securities Limited.
4.	IIFL Securities Limited	Mr. R Venkataraman is the Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 31.30% in IIFL Securities Limited.
5.	5Paisa Capital Limited	Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of 5Paisa Capital Limited and holds along with their relatives & persons acting in concert 88,10,698 equity shares i.e. 29.95% in 5Paisa Capital Limited.

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 in connection with the Material Related Party Transactions is attached in **Annexure B**.

The Board accordingly recommends the ordinary resolutions set out at Item Nos. 6, 7, 8, 9 & 10 of this Notice for approval of the Members.

Except the above Directors and their relatives, none of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item Nos. 6, 7, 8, 9 & 10, respectively.

By Order of the Board of Directors
For IIFL Finance Limited

Sneha Patwardhan
Company Secretary
ACS - 23266

Dated: June 09, 2022
Place: Mumbai

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

CIN: L67100MH1995PLC093797

E-mail: shareholders@iifl.com

Telephone No.: (91-22) 4103 5000

NOTICE (Contd.)

ANNEXURE 'A' TO THE NOTICE

Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings is given hereunder:

Name	Mr. Nirmal Jain	Mr. R Venkataraman	Mr. Chandran Ratnaswami
Date of birth/age	11/12/1966 (55 years)	27/07/1967 (54 years)	11/05/1949 (73 years)
Nationality	Indian	Indian	Canadian
Date of first appointment on the board	18/10/1995	05/07/1999	15/05/2012
Shareholding in the Company (As on March 31, 2022) (including beneficial ownership)	4,77,19,154	1,09,84,432	Nil
Board meetings attended during the Financial Year 2021-22	7	7	6
Experience in specific functional area	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.	Investment Management
Qualification(s)	1. Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. 2. Chartered Accountant. 3. Cost Accountant.	1. B. Tech (Electronics and Electrical Communications Engineering) from IIT Kharagpur. 2. Post Graduate Diploma in Management from IIM Bangalore.	1. MBA from University of Toronto. 2. Bachelor of Civil engineering from IIT Madras.
Last drawn remuneration	₹ 86.72 Million	Nil	Nil
Sitting Fees and commission	Nil	Nil	Nil
Relationship with other directors and key managerial personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Directorship in other companies (As on March 31, 2022)	1. IIFL Home Finance Limited 2. IIFL Wealth Management Limited 3. MNJ Consultants Private Limited 4. Pratham Education Foundation	1. IIFL Wealth Management Limited 2. IIFL Home Finance Limited 3. IIFL Securities Limited 4. IIFL Management Services Limited 5. IIFL Asset Management Limited 6. Orpheus Trading Private Limited	1.Thomas Cook (India) Limited 2.Quess Corp Limited 3.National Commodities Management Services Limited 4.Sanmar Engineering Services Limited 5.Bangalore International Airport Limited 6.Go Digit General Insurance Limited 7.Chemplast Sanmar Limited 8.Fairbridge Capital Private Limited 9.Go Digit Infoworks Services Private Limited

Chairman/Member in the committees of the other public companies [includes only audit committee and stakeholders relationship committee] **(As on March 31, 2022)**	Nil	IIFL Home Finance Limited — Audit Committee — Member IIFL Home Finance Limited — Stakeholders Relationship Committee — Chairman IIFL Wealth Management Limited — Stakeholders Relationship Committee — Chairman	Thomas Cook (India) Limited — Audit Committee — Member Quess Corp Limited — Audit Committee — Member Go Digit General Insurance Limited — Audit Committee — Member
Remuneration sought to be paid	Refer Item No. 4 of the explanatory statement	Nil	Nil
Brief profile	Mr. Nirmal Jain is the founder and Managing Director of the Company. He holds a PGDM (Post Graduate Diploma in Management) from the Indian Institute of Management (IIM), Ahmedabad and is a rank holder Chartered Accountant and a Cost Accountant. He started his career in 1989 with Hindustan Unilever Limited. He founded IIFL Group in 1995. It started as an independent equity research Company in India. Over the last 26 years, he has led the expansion of the group, while remaining focused on financial services. The group through four listed entities, has leading presence in India's wealth & asset management, consumer lending, securities trading & discount broking spaces. With an impeccable track record of governance and growth, the group has attracted marquee investors and won accolades internationally.	Mr. R Venkataraman is the Co-Promoter and Joint Managing Director of the Company. He holds Post Graduate Diploma in Management from Indian Institute of Management (IIM), Bangalore and Bachelor in Electronics and Electrical Communications Engineering from IIT Kharagpur. He joined the Company's Board in July 1999. He has been contributing immensely in the establishment of various businesses and spearheading key initiatives of the group over the past 23 years. He previously held senior managerial positions in ICICI Limited, including ICICI Securities Limited, their investment banking joint venture with J P Morgan of US and Barclays – BZW. He worked as an Assistant Vice President with G E Capital Services India Limited in their private equity division. He has a varied experience of more than 30 years in the financial service sector.	Mr. Chandran Ratnaswami is a Non-Executive Director of the Company. He is the Chief Executive Officer and Director of Fairfax India Holdings Corporation, a Company listed on the Toronto Stock Exchange and is also a Managing Director of Hamblin Watsa Investment Counsel Limited, a wholly owned investment management Company of Fairfax Financial Holdings Limited. Mr. Ratnaswami serves on the Boards of, among others, Chemplast Sanmar Limited, Quess Corp Limited, Bangalore International Airport Limited, National Commodities Management Services Limited, Go Digit General Insurance Limited, Thomas Cook (India) Limited, Fairbridge Capital Private Limited in India, Zoomer Media, Fairfax India Holdings Corporation in Canada, Thai Reinsurance, Thailand and Fairfirst Insurance Limited, Sri Lanka. He holds a Bachelor's degree in Civil Engineering from IIT Madras, India and an MBA from the Rotman School of Management, University of Toronto, Canada.

NOTICE (Contd.)

ANNEXURE 'B' TO THE NOTICE

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below

(Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)

Name of the Related Party	IIFL Samasta Finance Limited	IIFL Facilities Services Limited	IIFL Management Services Limited	IIFL Securities Limited	5Paisa Capital Limited
Nature of Relationship	Subsidiary	Other related party	Other related party	Other related party	Other related party
Nature of concern or interest of the related party (financial or otherwise)	Financial	Financial	Financial	Financial	Financial

I. Value and Type of Transaction: Aggregate value of fresh transactions between IIFL Finance limited and its related parties is as per details mentioned herein below:

Type of transaction	Transaction Limits				
	IIFL Samasta Finance Limited	IIFL Facilities Services Limited	IIFL Management Services Limited	IIFL Securities Limited	5Paisa Capital Limited
Inter-corporate deposits 'ICD'					
1. ICD given					
1 a) Aggregate ICD given	INR 15,000 Million	INR 15,000 Million	INR 15,000 Million	INR 15,000 Million	INR 15,000 Million
1 b) Maximum outstanding (ICD given)	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million
2 ICD taken					
2 a) Aggregate ICD taken	INR 15,000 Million	INR 15,000 Million	INR 15,000 Million	INR 15,000 Million	INR 15,000 Million
2 b) Maximum outstanding (ICD taken)	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million
3) Assignment/Securitisation of Loans	INR 5,000 Million	-	-	-	-
4) Investment in debentures	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million
5) Issue of debentures	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million
6) Purchase of securities (other than Shares)	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million
7) Sale of securities (other than Shares)	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million	INR 7,000 Million
8) Arrangement of Allocation / Reimbursement of expenses to	-	INR 80 Million	INR 80 Million	INR 200 Million	INR 50 Million
9) Allocation/Reimbursement of expenses from	-	INR 100 Million	INR 100 Million	INR 150 Million	INR 100 Million
10) Rental Agreement	-	INR 50 Million	INR 10 Million	-	-
11) Share Broker Agreement	-	-	-	INR 10 Million	-
12) Any other transactions	INR 1,000 Million	INR 1,000 Million	INR 1,000 Million	INR 1,000 Million	INR 1,000 Million

II. Value of transaction as a percentage of Company's annual consolidated turnover and value of transaction as a percentage of subsidiary's annual turnover (based on turnover of Financial Year 2021-22)

Nature of transactions	% of subsidiary's annual turnover	% of Company's annual consolidated turnover				
	IIFL Samasta Finance Limited	IIFL Samasta Finance Limited	IIFL Facilities Services Limited	IIFL Management Services Limited	IIFL Securities Limited	5Paisa Capital Limited
1 a) Aggregate ICD given	152.3%	21.4%	21.4%	21.4%	21.4%	21.4%
1 b) Maximum outstanding (ICD given)	71.1%	10.0%	10.0%	10.0%	10.0%	10.0%
2 a) Aggregate ICD taken	71.1%	21.4%	21.4%	21.4%	21.4%	21.4%
2 b) Maximum outstanding (ICD taken)	71.1%	10.0%	10.0%	10.0%	10.0%	10.0%
3) Assignment/Securitisation of Loans	50.8%	7.1%	-	-	-	-
4) Investment in debentures	71.1%	10.0%	10.0%	10.0%	10.0%	10.0%
5) Issue of debentures	71.1%	10.0%	10.0%	10.0%	10.0%	10.0%
6) Purchase of securities (other than Shares)	71.1%	10.0%	10.0%	10.0%	10.0%	10.0%
7) Sale of securities (other than Shares)	71.1%	10.0%	10.0%	10.0%	10.0%	10.0%
8) Arrangement of Allocation/ Reimbursement of expenses to	-	-	0.1%	0.1%	0.3%	0.1%
9) Allocation/Reimbursement of expenses from	-	-	0.1%	0.1%	0.2%	0.1%
10) Rental Agreement	-	-	0.1%	0.01%	-	-
11) Share Broker Agreement	-	-	-	-	0.01%	-
12) Any other transactions	10.2%	1.4%	1.4%	1.4%	1.4%	1.4%

NOTICE (Contd.)

III. Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity.

Type of transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
1. Inter-corporate deposits given	Upto 1 year	SBI 1 year MCLR + Credit spread of 250 to 350 basis points.	Unsecured	Bullet repayment on maturity or payable/ receivable on demand.	From own capital including retained earnings.	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws.
2. Inter-corporate deposits taken								
3. Assignment/ Securitisation of Loans a) Assignment of loan receivables b) Service Fee for assignment of loan receivables	a) Contractual maturity of the pool which may be assigned b) As long as pool receivables are outstanding	The pricing would be based on prevailing rates for assignment deals with Banks.	Not applicable					The Company may undertake to sell, assign assets including receivables/ book debts of the Company in favour of NBFCs/ Financial institutions in accordance with RBI regulations and policies of the Company.
4) Investment in debentures	Upto 10 years	The pricing would be based on the prevailing market rates/ conditions or as per the agreement.	May be Secured or Unsecured	Not applicable	From own capital including retained earnings.	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions will be carried out as per the prevailing market price/fair value of securities from time to time as per competitive prices.
5) Issue of debentures								
6) Purchase of securities (other than Shares)								
7) Sale of securities (other than Shares)								

IV. Material terms and Justification as to why the related party transaction is in the interest of the listed entity for other transactions

8) Arrangement of Allocation/ Reimbursement of expenses to 9) Allocation/ Reimbursement of expenses from	Arrangement : Common Overhead expenses incurred by any Company such as technology, infrastructure, legal, advertisement, salaries, allocation/ reminbursement in the nature of transfer of Gratuity, Leave encashment, ESOP, Statutory payment or such other activities etc is payable by/to IIFL Finance limited. Metholdology: Cost allocation for common office overhead expenses is allocated based on time and resource spent on the business and utilizing /consuming various services including infrastructure. Reimbursement shall be at actual as per the amount spent by the respective Companies.
10) Rental Agreement - Availing premises on rental basis	The company shall pay rent to IIFL Facilities Services Limited /IIFL Management Services Limited for premises occupied by it. Pricing: The rental charge shall be at the prevailing market rates.
11) Share Broker Agreement	The company shall enter into an arrangement with IIFL Securities Limited, who is a SEBI registered intermediary for doing Capital Market Transactions through its platform acting as a broker to the Company. Pricing: At arm's length basis at prevailing rate charged to other clients by IIFL Securities Limited.

V. Valuation or other external party report

Not applicable as the transactions are carried out at competitive and prevailing market prices.