

February 22, 2022

<b>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 NSE Symbol: IIFLSEC</b>	<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 BSE Scrip Code: 542773</b>
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**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

Dear Sir(s)/Madam(s),

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of the Postal Ballot Notice seeking approval of the members for material related party transactions by way of ordinary resolution.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, February 18, 2022 (“**Cut-off date**”).

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period shall commence from 9.00 a.m. (IST) on Thursday, February 24, 2022 and end at 5.00 p.m. (IST) on Friday, March 25, 2022. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company’s website i.e. [www.indiainfoline.com](http://www.indiainfoline.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For **IIFL Securities Limited**



**Meghal Shah**  
**Company Secretary**  
**Place: Mumbai**  
Email ID: [secretarial@iifl.com](mailto:secretarial@iifl.com)

**IIFL Securities Limited**

Corporate Identity Number: **L99999MH1996PLC132983**

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

Tel: (91-22) 6272 7000 • Fax: (91-22) 2580 6654 • E-mail: [secretarial@iifl.com](mailto:secretarial@iifl.com) • Website: [www.iiflsecurities.com](http://www.iiflsecurities.com)



**IIFL Securities Limited**

**CIN: L99999MH1996PLC132983**

**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) 6108 6300 Fax: (91-22) 25806654  
E-mail: [secretarial@iifl.com](mailto:secretarial@iifl.com), Website: [www.iiflsecurities.com](http://www.iiflsecurities.com)

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### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

**Dear Shareholder(s),**

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**The Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Resolutions set out below are proposed to be passed as Ordinary Resolution by the Members of IIFL Securities Limited by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to proposed Resolutions setting out all material facts concerning each item and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the heading ‘**Instructions for e-voting**’ at Note 6’.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Prasen Naithani (Membership No. FCS 3830) and failing him CS Uttam Shetty (Membership No. FCS 8691) of

P. Naithani and Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Members holding Equity Shares of the Company as on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head **'Instructions for remote e-voting'** in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolutions through remote e-voting process not later than 5:00 p.m. (IST) on Friday, March 25, 2022. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the process provided in the Notes to receive this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company or the Company Secretary or any other authorised person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, March 29, 2022. The said results, along with the Scrutinizer's Report, will be placed on the website of the Company ([www.indiainfoline.com](http://www.indiainfoline.com)) and CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for remote e-voting i.e. Friday, March 25, 2022.

Following are the proposed resolutions seeking prior approval of the Members of the Company through Postal Ballot.

## **SPECIAL BUSINESS**

### **Item No. 1**

**To approve material related party transactions with IIFL Finance Limited 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 Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and 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) for entering into arrangements/transactions/contracts with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, PROVIDED HOWEVER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 700 crore in a financial year.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

## **Item No. 2**

**To approve material related party transactions with IIFL Wealth Management Limited 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 Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and 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) for entering into arrangements/transactions/contracts with IIFL Wealth Management Limited, being a Related Party as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, PROVIDED HOWEVER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 150 crore in a financial year.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

### **Item No. 3**

**To approve material related party transactions with IIFL Home Finance Limited 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 Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and 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) for entering into arrangements/transactions/contracts with IIFL Home Finance Limited, being a Related Party as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, PROVIDED HOWEVER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 200 crore in a financial year.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

#### **Item No. 4**

**To approve material related party transactions with IIFL Wealth Prime Limited (Formerly “IIFL Wealth Finance Limited”) 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 Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and 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) for entering into arrangements/transactions/contracts with IIFL Wealth Prime Limited (Formerly “IIFL Wealth Finance Limited”), being a Related Party as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, PROVIDED HOWEVER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 150 crore in a financial year.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

#### **Item No. 5**

**To approve material related party transactions between IIFL Facilities Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited, 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), any other provisions as may be applicable, and any statutory modifications, amendments, variations or re-

enactments thereof and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings, the consent and 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) for the arrangements/transactions/contracts to be entered between IIFL Facilities Services Limited, a Wholly Owned Subsidiary, with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, PROVIDED HOWEVER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the respective companies and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs.700 crore in a financial year.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

#### **Item No. 6**

**To approve material related party transactions between IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited, 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), any other provisions as may be applicable, and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings, the consent and 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) for the arrangements/transactions/contracts to be entered between IIFL Management Services Limited, a Wholly Owned Subsidiary, with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, PROVIDED HOWEVER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the respective companies and the aggregate amount/value of all such

arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 200 crore in a financial year.

**“RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

By order of the Board of Directors

**For IIFL Securities Limited**

**Meghal Shah**  
**Company Secretary**  
**Membership No.: A53569**

**Date:** February 19, 2022  
**Place:** Mumbai  
**Email:** secretarial@iifl.com

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

**Notes:**

1. The Explanatory Statement for the proposed Ordinary Resolutions pursuant to Section 102 of the Act read with the Rules setting out material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names would appear on the Register of



Members / List of Beneficial Owners as on Friday, February 18, 2022 (“Cut-off Date”), to be received from Depositories and whose e-mail address is registered with the Depositories / Depository Participants. The Member may note that this Postal Ballot Notice will also be available on the Company’s website, [www.iiflsecurities.com](http://www.iiflsecurities.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

3. In accordance with the MCA circulars, the physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
5. Eligible Members who have not registered their E-mail IDs, are required to register the same to receive this Postal Ballot Notice and the procedure for remote E-voting along with the login ID and password related details. The Procedure to register E- mail ID are given below:
  - (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
  - (ii) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
  - (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID.

#### **6. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules, including any statutory modification or re-enactment thereof for the time being in force, MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Company is providing facility for voting remotely, only by electronic means, to its Eligible Members and the stated items of Special business shall be transacted only through remote e-voting.

The Company has engaged the services of CDSL for providing e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.

- (i) The voting period begins on Thursday, February 24, 2022, at 9.00 AM and ends on Friday, March 25, 2022, at 5.00 PM. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 18, 2022, may cast their vote electronically.
- (ii) Once the vote is cast, whether partially or otherwise, the shareholders shall not be allowed to change it subsequently or cast the vote again.
- (iii) The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, February 18, 2022.

The manner of e-voting by (i) individual shareholders holding Equity Shares of the Company in demat mode, (ii) shareholders other than individuals holding Equity Shares of the Company in demat mode and physical, is explained in the instructions given herein below.

**(i) Information and instructions for Remote e-voting by Individual Shareholders holding Equity Shares of the Company in demat mode:**

As per circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, all “individual shareholders holding Equity Shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories/Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Existing Users who have opted for <b>Easi / Easiest</b>, 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

**(ii) Login method for e-Voting for shareholders other than individual shareholders holding in demat form & physical shareholders:**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend 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.</p> <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 (3).</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 is to be also 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the Electronic Voting Sequence Number (EVSN) of IIFL Securities Limited on which you choose to vote.
- 11) 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.

- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.

**17) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com) or to our RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and to company at [secretarial@iifl.com](mailto:secretarial@iifl.com).
- if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding Remote E-voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013**

The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, setting out all the material facts relating to the resolutions contained in this Postal Ballot Notice dated February 18, 2022, is annexed hereto.

### **ITEM No. 1 to 6**

#### **Approval for the Material Related Party Transactions**

As per the provisions of Section 188 of the Act, transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm’s length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the SEBI Listing Regulations.

SEBI has notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021, effective from April 1, 2022. Pursuant to the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as “related party transactions”, and as “material related party transactions”, if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, such material related transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The Company and/ or its subsidiaries lends/borrows funds from its group entities from time to time including IIFL Finance Limited, IIFL Wealth Management Limited, IIFL Wealth Prime Limited (Formerly “IIFL Wealth Finance Limited”) and IIFL Home Finance Limited, as and when there is requirement of funds for working capital needs. The said transactions are in ordinary course of business and at arms’ length and approved by the Audit Committee and the Board of the Directors.

The Company and / or its subsidiaries may be required to enter contracts and / or transactions and / or arrangements, as stated below, during financial year 2022-23. These transactions, during the financial year 2022-23, between the Company and / or its subsidiaries on one side and related party of the Company on

the other side, may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company / or its subsidiaries and have been approved by the Audit committee and the Board of Directors at their respective meetings.

In view of the above, approval of the Members is sought for the following transactions:

**A) Transactions between the Company with its related parties**

<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Cr.)* for the relevant financial year</b>	<b>Period</b>
IIFL Finance Limited	Related Party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits / Allocation and Reimbursement of common expenses paid or received/ availing or rendering of services /leave and license /Purchase or redemption of structured product, etc.	700.00	FY 2022-23
IIFL Wealth Management Limited	Related Party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits / Allocation and Reimbursement of common expenses paid or received/ availing or rendering of services /leave and license /Purchase or redemption of structured product, etc.	150.00	FY 2022-23
IIFL Home Finance Limited	Related Party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits / Allocation and Reimbursement of common expenses paid or received/ availing or rendering of services /leave and license /Purchase or redemption of structured product, etc	200.00	FY 2022-23
IIFL Wealth Prime Limited (Formerly "IIFL Wealth Finance Limited)	Related Party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits / Allocation and Reimbursement of common expenses paid or received/ availing or rendering of services /leave and license /Purchase or redemption of structured product, etc	150.00	FY 2022-23

\* The ceiling on the amount of transactions specified as above means the transactions remaining outstanding at the end of any day.



**B) Transactions between the wholly owned subsidiary companies with the related parties of the Company**

<b>Name of Wholly Owned Subsidiary (WOS)/ Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Cr.)* for the relevant financial year</b>	<b>Period</b>
IIFL Facilities Services Limited (WOS) with IIFL Finance Limited	Related Party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits / Allocation and Reimbursement of common expenses paid or received/ availing or rendering of services /leave and license /Purchase or redemption of structured product, etc	700.00	FY 2022-23
IIFL Management Services Limited (WOS) with IIFL Finance Limited	Related Party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits / Allocation and Reimbursement of common expenses paid or received/ availing or rendering of services /leave and license /Purchase or redemption of structured product, etc	200.00	FY 2022-23

\* The ceiling on the amount of transactions specified as above means the transactions remaining outstanding at the end of any day.

The source of funds for grant of Inter-Corporate Deposits (ICD) will be the Company's owned liquid net worth funds. No financial indebtedness will be incurred to make or give ICD. ICD being short term facility (unsecured) is comparable with Cash credit rates hence pricing for ICD given in particular financial year shall be determined on SBI 1 year MCLR + Credit spread and the same shall be repayable on demand.

**Pricing:**

SBI 1 year MCLR + Credit spread of 250 to 350 basis point shall be applicable on all ICD transaction during the year.

**\*Note**

- MCLR rate prevailing on beginning of Quarter shall be considered.
- Credit spread can be reviewed during the year if required.

**With respect to the above matter, the Members are requested to note the following disclosure of Interest between the Company with its related parties:**

<b>Sr. No.</b>	<b>Name of the Related Parties of the Company</b>	<b>Nature of Concern or Interest</b>
1	IIFL Finance Limited (IIFL FIN)	Mr. Nirmal Jain and Mr. R. Venkataraman are Executive Directors of IIFL FIN. Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL FIN and both holds along with their relatives & persons acting in concert 94,547,490 equity shares i.e. 24.93% in IIFL FIN.
2	IIFL Wealth Management Limited (IIFLWML)	Mr. Nirmal Jain and Mr. R. Venkataraman are Non- Executive Directors of IIFLWML. Mr. Nirmal Jain and R. Venkataraman are promoters of IIFLWML and holds along with their relatives & persons acting in concert 12,417,343 equity shares i.e. 14.01% in IIFLWML.
3	IIFL Home Finance Limited (IIFLHFL)	Mr. Nirmal Jain and Mr. R. Venkataraman are Non-Executive Directors of IIFLHFL. Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL FIN and IIFLHFL is a Wholly Owned Subsidiary of the IIFL FIN.
4	IIFL Wealth Prime Limited (Formerly "IIFL Wealth Finance Limited")(IIFLWPL)	Ms. Rekha Warriar is a Non-Executive Independent Director of IIFLWPL. Mr. R. Venkataraman and Mr. Nirmal Jain are promoters of IIFLWML and IIFLWPL is a Wholly Owned Subsidiary of IIFLWML.

**Further to the above, the following are the disclosure of Interest between wholly owned subsidiary (WOS) companies with the related parties of the Company**

<b>Sr. No.</b>	<b>Name of the Entities</b>	<b>Nature of Concern or Interest</b>
1	IIFL Facilities Services Limited (IIFLFSL), WOS	Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL Securities Limited (ISL) and IIFLFSL is a Wholly Owned Subsidiary of the ISL.
2	IIFL Management Services Limited (IIFLMSL), WOS	Mr. R. Venkataraman is a Non-Executive Director of IIFLMSL. Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL Securities Limited (ISL) and IIFLMSL is a Wholly Owned Subsidiary of the ISL.
3	IIFL Finance Limited (IIFL FIN)	Mr. Nirmal Jain and Mr. R. Venkataraman are Executive Directors of IIFL FIN. Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL FIN and both holds along with their relatives & persons acting in concert 94,547,490 equity shares i.e. 24.93% in IIFL FIN.

Except the above Directors, Promoters and their Relatives, none of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at item nos. 1 to 6.

Your Directors recommend the passing of the Ordinary Resolutions set out at Item Nos. 1 to 6 of the accompanying Postal Ballot Notice, for the approval of the Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolutions at Item Nos. 1 to 6 of the accompanying Postal Ballot Notice.

By order of the Board of Directors

**For IIFL Securities Limited**

**Meghal Shah**  
**Company Secretary**  
**Membership No.: A53569**

**Date:** February 19, 2022  
**Place:** Mumbai  
**Email:** secretarial@iifl.com

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