

IIFL WEALTH MANAGEMENT LIMITED

CIN No: U74140MH2008PLC177884

Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

Tel. No.: (+91-22) 4876-5600, **Fax No.:** (+91-22) 4646-4706

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Form No. MGT -11

PROXY FORM

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

TWELFTH ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER 2019 AT 12:00 NOON

Name of the Member(s): _____ _____
Registered Address: _____ _____
E-mail ID: _____
Folio No./DP ID and Client ID: _____

I/We, being the Member(s) of _____ shares of the above
named Company, hereby appoint:-

1. Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, as my/our proxy to attend and vote (on a poll) for me/us
and on my/our behalf at the Twelfth Annual General Meeting of the Company to be held on Monday, September 30, 2019 at
12:00 noon at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment
thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

Resolution No.	Description	For*	Against*
1	TO CONSIDER AND ADOPT: (A) THE AUDITED STANDALONE FINANCIAL STATEMENT(S) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENT(S) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.		
2	TO APPOINT A DIRECTOR IN PLACE OF MR. SANDEEP NAIK (DIN: 02057989), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT;		
3	TO APPOINT A DIRECTOR IN PLACE OF MR. SHANTANU RASTOGI (DIN: 06732021), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT;		
4	TO RE-APPOINT MR. NILESH VIKAMSEY (DIN: 00031213) AS AN INDEPENDENT DIRECTOR OF THE COMPANY;		
5	TO RE-APPOINT MR. KARAN BHAGAT AS A MANAGING DIRECTOR;		
6	TO RE-APPOINT MR. YATIN SHAH AS A WHOLE-TIME DIRECTOR;		
7	TO APPOINT DR. S. NARAYAN, AS AN INDEPENDENT DIRECTOR;		
8	TO APPROVE IIFLW ESOP – 2019;		
9	IMPLEMENTATION OF IIFLW- ESOP 2019, INTER ALIA, THROUGH TRUST;		
10	GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES);		
11	GRANT STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL.		

Signed this day of 2019.

Affix
Revenue
Stamp

.....
Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes:

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