



IIFL WEALTH MANAGEMENT LIMITED

CIN: U74140MH2008PLC177884

Regd. Office – IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteen Annual General Meeting of the Members of IIFL Wealth Management Limited (the “Company”) will be held on Friday, September 11, 2020 at 11.00 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt:
 - the audited standalone financial statement(s) of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and the Auditors thereon; and
 - the audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2020, together with the report of the Auditors thereon.
- To appoint a Director in place of Mr. Karan Bhagat (DIN: 03247753), who retires by rotation and being eligible, offers himself for reappointment.
- To appoint a Director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.
- TO RE-APPOINT M/S DELOITTE HASKINS & SELLS LLP., CHARTERED ACCOUNTANTS, STATUTORY AUDITORS OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 139,142 and all other applicable provisions of the Companies Act, 2013, M/s. Deloitte Haskins & Sells LLP. Chartered Accountants, (Firm Regd. No. 117366W/W-100018), be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of (5) five years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the eighteenth Annual General Meeting, at a remuneration as may be mutually agreed between Board of Directors and Statutory Auditors to conduct the Audit, plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESS:

- TO RE-APPOINT MS. GEETA MATHUR (DIN: 02139552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re- enactment thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Ms. Geeta Mathur (DIN: 02139552) in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years commencing from March 3, 2020 to March 2, 2025.”

- TO APPOINT MR. PANKAJ VAISH (DIN: 00367424) AS AN INDEPENDENT DIRECTOR:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Pankaj Vaish (DIN: 00367424), who was appointed as an additional and independent director with effect from January 22, 2020, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a term of 5 (five) years commencing from January 22, 2020 to January 21, 2025, not liable to retire by rotation.”

7. **TO APPOINT MR. GOPALAKRISHNAN SOUNDARAJAN (DIN: 05242795) AS A DIRECTOR:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Gopalakrishnan Soundarajan (DIN: 05242795), who was appointed as an additional director with effect from January 22, 2020, pursuant to Sections 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Director, liable to retire by rotation.”

By Order of the Board of Directors

Ashutosh Naik
Company Secretary
ACS – 15067

Dated: June 11, 2020

Place: Mumbai

IMPORTANT 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 and April 13, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. A Statement pursuant to Section 102 of the Act (“Explanatory Statement”) relating to the Special Businesses to be transacted at the Meeting is annexed hereto. Further, Explanatory Statement relating to Ordinary Business in Item No. 4, to be transacted at the Meeting, is also annexed hereto.
3. 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.

For this purpose, necessary arrangements have been made by the Company with CDSL to facilitate Remote

e-voting and e-voting during AGM. The instructions for the process to be followed for E-voting during AGM is forming part of 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 authorised 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/Authorisation shall be sent to the Company by email through its registered email address, i.e. secretarial@iifl.com with a copy marked to helpdesk.evoting@cdslindia.com.

5. 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 and SEBI Circular, the AGM 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 is not annexed to this Notice.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 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 2019-20 will also be available on website of the Company, i.e. www.iiflwealth.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, and on the website of the CDSL www.evotingindia.com.
7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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. Members can inspect the same by sending an email to the Company at secretarial@iifl.com
9. 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 Monday, September 7, 2020 to Friday, September 11, 2020 (both days inclusive).

10. 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.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (“DPs”) in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited (“Link Intime”) in case the shares are held by them in physical form.
12. The Company has designated an exclusive email id called secretarial@iiflw.com to redress Members’ complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at secretarial@iiflw.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 to the Company Secretary at secretarial@iiflw.com at least 7 days before the Meeting. The same will be replied by the Company suitably.
14. Additional information of Directors seeking appointment/re-appointment at the Meeting, as required under regulation 26(4) and 36(3) of SEBI Listing Regulation and SS-2 issued by Institute of Company Secretaries of India, is annexed to the notice.
15. Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘e-voting’).

16. Voting instructions

Information and other instructions relating to e- voting are as under:

- I. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
- II. 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, September 4, 2020. A person who is not a member

as on the cut-off date should treat this Notice for information purposes only.

- III. 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, September 4, 2020 only shall be entitled to avail the facility of e-voting/ Poll on Demand.

17. Voting Results

- I. The Board of Directors of the Company have appointed CS Mr. Nilesh Shah or failing him CS Ms. Hetal Shah of Nilesh Shah & Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- II. The Scrutinizer, after scrutinizing the votes cast at the Meeting through e-voting, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer’s report which shall be placed on the website of the Company www.iiflwealth.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- III. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 11, 2020.

18. Information and other instructions relating to e-voting are as under:

- (i) The e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Tuesday, September 8, 2020

End of e-voting: Up to 5:00 p.m. (IST) on Thursday, September 10, 2020

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

- (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e- voting website www.evotingindia.com.
- (iv) Click on the tab “Shareholders” module.
- (v) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8-character DP ID followed by 8 digits Client ID,

Members holding shares in physical form should enter Folio Number registered with the Company.

Or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the image verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user, please follow the steps given below:

For Members holding shares in de-mat form and physical form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both de-mat shareholders as well as physical shareholder). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the Attendance Slip indicated in the PAN field or if the same is not updated, member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in .
Dividend Bank Account Details OR Date of Birth (DOB)	Enter the Dividend Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. 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 (v).

After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password shall be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

- (xi) Click on the Electronic Voting Sequence Number ("EVSN") for IIFL Wealth Management Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from respective play stores. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non – individual shareholders and custodians
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 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 authorised signatory who are authorised to vote, to the Scrutinizer or Company or Registrar and Transfer Agent at the email address viz nilesh@ngshah.com or secretarial@iiflw.com or rnt.helpdesk@linkintime.co.in and if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- (xx) Instructions for Members for e-voting during the Meeting are as under:
- i. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
 - ii. Only those Members, who are present in the Meeting through VC/OAVM 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 system available during the Meeting.
 - iii. If any Votes are cast by the Members through the e-voting available during the Meeting and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
17. 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.
 18. Share transfer documents and all correspondence relating thereto, should be addressed to the Link Intime at C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
 19. The Company, consequent upon introduction of the Depository System (“DS”), entered into agreements with National Securities Depository Limited (“NSDL”) and CDSL. The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.
 20. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
 21. 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.
 22. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
 23. MCA on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (“IEPF Rules”), which is applicable to the Company. The objective of the IEPF Rules is to help the Members to ascertain the status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends under “Investors Section” on the website of the Company.
 24. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
 25. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the

transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ Link Intime for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.

26. 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 Link Intime. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to Link Intime. These forms will be made available on request.
27. During the year 2019-20, the Company declared and paid two interim dividend(s) of ₹ 10/- each, per equity share having face value of ₹ 2/- each.
28. Information of Director seeking appointment and re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is annexed to the notice as **Annexure A**.
29. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/Members login where the EVSN of the Company will be displayed.
2. The Members can join the Meeting through 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. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis.

However the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.

3. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at Secretarial@iiflw.com up to September 7, 2020 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

The Members who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.

Members who need technical assistance before or during the Meeting can send an email to [helpdesk.evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call on 022-23058542/43.

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

The following statement sets out all material facts relating to the businesses mentioned under item nos. of the accompanying Notice:

Item No.4

TO RE-APPOINT M/S. DELOITTE HASKINS & SELLS LLP. CHARTERED ACCOUNTANTS STATUTORY AUDITORS OF THE COMPANY

At the 8th Annual General Meeting (“AGM”)of the shareholders of the Company, held on July 27, 2015, M/s. Deloitte Haskins & Sells LLP. Chartered Accountants, was appointed as the Statutory Auditors of the Company for a term of five (5) years i.e from the conclusion of 8th AGM till the conclusion of 13th AGM. Consequently, their term of appointment will expire on the conclusion of the forth coming 13th AGM of the Company. In accordance with the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. Deloitte Haskins & Sells LLP. (“Deloitte”) can be appointed as Statutory Auditors of the Company for a further term of Five consecutive years. The Audit Committee and the Board based on the various parameters, including audit experience, understanding of the Company’s and its subsidiaries businesses and scope of

work, have recommended the re-appointment M/s. Deloitte Haskins & Sells LLP as Statutory Auditor of the Company. The proposed fee payable to Statutory Auditors to conduct standalone and consolidated statutory audit of financials of the Company for Financial Year 2020-2021 is ₹ 30 lac and out of pocket / incidental expenses and for subsequent years as may be fixed by the Board of Directors of the Company.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Deloitte as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 18th AGM to be held in the year 2025.

Deloitte has given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the ordinary resolutions set out in Item no. 4 for your approval.

Item No. 5

TO RE-APPOINT MS. GEETA MATHUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Ms. Geeta Mathur (DIN: 00031213) was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to March 2, 2020.

Based on skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by Ms. Geeta Mathur during her tenure the Nomination and Remuneration Committee and the Board of Directors had subject to approval of Members in the forthcoming AGM re-appointed Ms. Geeta Mathur as a Non- Executive Independent Director for the second term of 5 (five) consecutive years w.e.f. March 3, 2020 to March 2, 2025 not be liable to retire by rotation.

The Company has received a declaration from her to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(B) of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature as an Independent Director of the Company.

Ms. Geeta Mathur is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given her consent to act as a Director of the Company.

Members are therefore requested, to grant their approval by way of a special resolution for re- appointment of Ms. Geeta Mathur as an Independent Director of the Company to hold office for a second term from March 3, 2020 to March 2, 2025, not liable to retire by rotation.

The Board accordingly recommends the special resolution set out at item no 4 of this notice for approval of the Members.

The other details of Ms. Geeta Mathur in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Geeta Mathur are in any way concerned or interested in the proposed resolution as set out in the Notice.

Item No. 6

TO APPOINT MR. PANKAJ VAISH AS A DIRECTOR OF THE COMPANY:

The Members are informed that Mr. Pankaj Vaish was appointed by the Board of Directors as an Additional Non-Executive, Independent Director, effective January 22, 2020.

Mr. Pankaj Vaish is an Independent Director on the Board of our Company. He holds a bachelor's degree and is a gold medalist in Mechanical Engineering from IIT-BHU and master's degree in management from Carlson School of Management, University of Minnesota, Minneapolis, USA . He has more than 34 years of experience in Technology Transformation, Consulting, Offshoring, Outsourcing, Building and Scaling Businesses. He is actively engaged in the financial services industry and is associated with companies across segments of the industry. He is a consultant and a business advisor. In addition, as part of his participation in India's startup ecosystem, he is supporting various technology product and services companies in sharpening their market focus and scaling their businesses. He started his career in 1985 with Accenture and was part of the founding team for Accenture India. Currently, he is a Professor of 'Practice of Management' at the Amrut Mody School of Management (AMSOM), Ahmedabad University

In the opinion of the Nomination and Remuneration Committee and the Board the appointment of Mr. Pankaj Vaish on the Board of the Company would be beneficial to the Company considering his vast experience.

Mr. Pankaj Vaish fulfils the criteria of independence as specified in the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 proposing his re-appointment as a Director.

The details of the remuneration paid/payable to her is provided in the Corporate Governance Report forming part of the Annual Report for the year ended 31st March, 2020.

The Board recommends the resolution as set out in the Notice for the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Pankaj Vaish are in any way concerned or interested in the proposed resolution as set out in the Notice.

Item No 7 :

TO APPOINT MR. GOPALAKRISHNAN SUNDARAJAN AS A DIRECTOR

The Members are informed that Mr. Gopalakrishnan Soundarajan was appointed by the Board of Directors as an Additional Non-Executive, Non-Independent Director, effective January 22, 2020.

Mr. Gopalakrishnan Soundarajan is the Managing Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, he was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee. Mr. Gopalakrishnan Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States. He is also on the Board of Directors of several public and private companies.

In the opinion of the Nomination and Remuneration Committee and the Board the appointment of Mr. Gopalakrishnan Soundarajan on the Board of the Company

would be beneficial to the Company considering his vast experience.

Mr. Gopalakrishnan Soundarajan fulfils the criteria of independence as specified in the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 proposing his re-appointment as a Director.

The Board recommends the resolution as set out in the Notice for the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Gopalakrishnan Soundarajan are in any way concerned or interested in the proposed resolution as set out in the Notice.

Your Directors recommend the Special Resolution proposed at Item No. 5 & 6 of this Notice for your approval.

By Order of the Board of Directors

Ashutosh Naik
Company Secretary
ACS - 15067

Place: Mumbai
Dated: June 11, 2020

Registered Office:
IIFL Centre, Kamala City Senapati Bapat Marg,
Lower Parel Mumbai MH 400013
CIN: U74140MH2008PLC177884
E-mail:secretarial@iiflw.com
Telephone No:022-4876 5600

ANNEXURE 'A' TO THE NOTICE

Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2.

Name	Geeta Mathur	Karan Bhagat	Yatin Shah	Pankaj Vaish	Gopalakrishnan Soundarajan
Date of Birth/ Age	21.11.1966 / 53 Years	25.04.1977/ 42 years	27.01.1976 / 44 years	09.02.1962 / 58 Years	20.05.1962 / 58 Years
Date of first Appointment on the Board	03/03/2015	27/09/2010	27/09/2010	22/01/2020	22/01/2020
Shareholding in the Company (as on March 31, 2020)	Nil	13,63,00	33,10,526	Nil	Nil
Brief Profile / Resume	<p>Geeta Mathur is an Independent Director on the Board of our Company. She holds a bachelor's degree in Commerce from the University of Delhi and is a qualified chartered accountant. She specialises in the areas of project, corporate, and structured finance; treasury; investor relations; and strategic planning. She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations. She is the Co-chair for the India Chapter of Woman Corporate Directors Foundation, a global organization working towards increasing the participation of woman on corporate boards and board leadership position</p>	<p>Karan Bhagat is Founder, Managing Director and Chief Executive Officer. Karan joined IIFL Holdings Ltd. (formerly India Infoline) to set up IIFL Investment Managers in 2008. He is responsible for driving the organization's philosophy, mission, vision and its strategic goals and objectives. He has built a team of experienced and talented professionals from within and outside the industry, who manage some of the most distinguished families in India and abroad. Under his able leadership, IIFL Investment Managers has grown from its humble beginnings to one of the leading wealth management companies in India managing over USD20 billion in client assets. Karan has two decades of experience in the financial services industry. He featured in Fortune India's '40 under 40' list in 2016 and 2017 and The Economic Times '40 under Forty' list in 2017. He has received the URS Asia One Global Indian of the Year award in 2018.</p>	<p>Yatin is a Co- Founder & Executive Director and has more than sixteen years of experience in the financial services industry, across equity research and private wealth management. In his current role, Yatin focuses on the domestic Wealth Advisory practice. Under his leadership, IIFL Wealth Management has emerged as a pre-eminent leader in the domestic private wealth management space, advising more than 10,000 ultra-high net-worth families. He is responsible for introducing the IIFL Wealth Management's proposition to new clients, as well as expanding the relationship with existing clients. He started his career in Equity Research with Khandwala Securities, after which he was associated with Kotak in their Wealth Management division.</p>	<p>Mr. Pankaj Vaish is an Independent Director on the Board of our Company. He holds a bachelor's degree and is a gold medalist in Mechanical Engineering from IIT-BHU and master's degree in management from Carlson School of Management, University of Minnesota, Minneapolis, USA. He has more than 34 years of experience in Technology Transformation, Consulting, Offshoring, Outsourcing, Building and Scaling Businesses. He is actively engaged in the financial services industry and is associated with companies across segments of the industry. He is a consultant and a business advisor. In addition, as part of his participation in India's start-up ecosystem, he is supporting various technology product and services companies in sharpening their market focus and scaling their businesses. He started his career in 1985 with Accenture and was part of the founding team for Accenture India. Currently, he is a Professor of 'Practice of Management' at the Amrut Mody School of Management (AMSOM), Ahmedabad University</p>	<p>Mr. Gopalakrishnan Soundarajan is the Managing Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, he was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee. He is also on the Board of Directors of several public and private companies.</p>
Board Meetings attended	8	9	9	1	1

Name	Geeta Mathur	Karan Bhagat	Yatin Shah	Pankaj Vaish	Gopalakrishnan Soundarajan
Experience in Specific Functional Area	Finance, Accounting, Strategic Management, Public Administration, Strategic Advisor, Monetary Policy, Leadership, Corporate Governance, Risk and Compliance, Financial Expertise and Stakeholder Relationship	Investment, Functional Banking, Equity Research, Management, Accounting and Finance.	Investment, Functional Banking, Equity Research, Management, Accounting and Finance.	Financial Expertise Finance, Economics, Strategic Management, Leadership, Corporate Governance, Risk and Compliance and Financial Expertise	Finance, Economics, Strategic Management, Investment Banking, Equity Research, Strategic Advisor, Leadership, Corporate Governance and Stakeholder Relationship
Qualification(s)	Member of the Institute of Chartered Accountants of India and Bachelor's degree in Commerce from the University of	MBA in Finance from the Indian Institute of Management, Bangalore and acquired his Bachelor's Degree in Commerce from St. Xavier's College, Kolkata.	M.Sc. in Finance from Cass Business School, London.	Bachelor's degree and a gold medalist in Mechanical Engineering from IIT-BHU Master's degree in management from Carlson School of Management, University of Minnesota, Minneapolis, USA	Bachelor of Commerce degree from the University of Madras, Member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States.
Last Drawn Remuneration (including sitting fees and commission)	₹ 15,25,000	₹ 5,00,58,803 (including PF contribution)	₹ 2,81,66,616 (including PF contribution)	₹ 2,36,260	NA
Relationship with other Directors and KMP	Not related to any Director /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	Not related to any Director / Key Managerial Personnel
Directorship in other Companies	IIFL Finance Limited (formerly known as IIFL Holdings Limited) NIIT Limited JTEKT India Limited Motherson Sumi Systems Limited IPE Global Centre For Knowledge And Development INFO Edge (India) Limited TATA Communications Transformation Services Limited Sentiss Pharma Private Limited Ummeed Housing Finance Private Limited J K Helene Curtis Limited	NSDL EGovernance Infrastructure Limited Kyrush Realty Private Limited	IIFL Wealth Securities IFSC Limit Naykia Realty Private Limited India Alternatives Investment Advisors Private Limited IIFLW CSR Foundation IIFL Investment Adviser and Trustee Services Limited CDE Real Estate Private Limited IIFL Wealth Finance Limited	Nil	Quess Corp Limited Anchorage Infrastructure Investments Holdings Limited Bangalore International Airport Limited

Name	Geeta Mathur	Karan Bhagat	Yatin Shah	Pankaj Vaish	Gopalakrishnan Soundarajan		
Chairman/Member in the Committees of the other Boards of companies [Includes only Audit Committee and Stakeholders Relationship Committee]	AUDIT COMMITTEE		NA	NA	NA	NA	
	Sl. No.	Name of the Company	Status				
	1.	Motherson Sumi Systems Limited	Member				
	2.	NIIT Limited	Chairperson				
	3.	IIFL Wealth Management Limited	Chairperson				
	4.	Tata Communication Transformation Services Ltd.	Member				
	5.	IIFL Finance Limited (formerly IIFL Holdings Limited)	Member				
	6.	JTEKT India Limited	Chairperson				
	7.	J.K. Helene Curtis Limited	Chairperson				
	8.	Info Edge (India) Limited	Chairperson				
	STAKEHOLDERS' RELATIONSHIP COMMITTEE						
Sl. No.	Name of the Company	Status					
1.	IIFL Wealth Management Limited	Member					