RESOLVED THAT pursuant to the provisions of section 292 and other applicable provisions of any law of the Companies Act, 2013 and applicable rules made thereunder and in accordance with the provisions of the said Act and applicable rules, the Board is authorised to pass the following resolution as a special resolution with or without modification: 

1. To approve the offer of invitation to subscribe to Non-Convertible Debentures on private placement basis in accordance with the provisions of section 292 of the Companies Act, 2013. 

2. To approve the offer of invitation to subscribe to Non-Convertible Debentures on private placement basis in accordance with the provisions of section 292 of the Companies Act, 2013. 

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing and allotting the Non-Convertible Debentures on private placement basis in accordance with the provisions of section 292 of the Companies Act, 2013; 

by the Board (including the Finance Committee of any other Committee thereof), from time to time; 

as per the Board Meeting held on the date hereof, the Board is authorised to issue, offer and allot Non-Convertible Debentures on private placement basis in an amount of up to ₹10,000 crore (INR Ten Thousand Crore Only) or up to 10% of the paid-up capital of the Company, whichever is higher. 

RESOLVED THAT in partial modification of the resolution passed by the members of the Company in respect of the increase in the existing limit for the offer of invitation to subscribe to Non-Convertible Debentures on private placement basis from ₹5,000 crore to ₹10,000 crore in accordance with the provisions of section 292 of the Companies Act, 2013, the Board is authorised to issue, offer and allot Non-Convertible Debentures on private placement basis in an amount of up to ₹10,000 crore (INR Ten Thousand Crore Only) or up to 10% of the paid-up capital of the Company, whichever is higher.

RESOLVED THAT in partial modification of the resolution passed by the members of the Company in respect of the increase in the existing limit for the offer of invitation to subscribe to Non-Convertible Debentures on private placement basis from ₹5,000 crore to ₹10,000 crore in accordance with the provisions of section 292 of the Companies Act, 2013, the Board is authorised to issue, offer and allot Non-Convertible Debentures on private placement basis in an amount of up to ₹10,000 crore (INR Ten Thousand Crore Only) or up to 10% of the paid-up capital of the Company, whichever is higher.
The meeting is being called at a shorter notice as all the members were valid of notice calling

3. The meeting is being called at a shorter notice as all the members were valid of notice calling

2. Voting rights shall be calculated on the paid-up value of shares registered in the name of the member on March 20, 2019. The reasons for the proposal to be above is an increase in the

1. The statement pursuant to Section 120 of the Companies Act, 2013, stating all material facts and

NOTES:

Place: Mumbai
Date: March 20, 2019

Contact No.: 91-22-39355200
E-mail: info@lifefinance.in
CN: 163250/Mumbai/0456
Registered Office: 6th Floor, Life Centre, Kamala Mills Complex, Lower Parel, Mumbai - 400013
Memorandum No.: AS 2220
Company Secretary
Manoj Gujral

FURTHER RESOLVE THAT for the purpose of creating, offering, issuing and allocating the non-convertible debentures (including the Finance Committee or any other committee contractible debentures), the Board is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the company and which is in this regard to without limiting the Board to issue any further consent or approval of the need or the loan-committee of the Board to secure any further consent or approval of the

By Order of the Board of Directors

Members of the company.

Member (Director) of the company.

Member (Managing Director of the company)
As per Section 42 of the Act, read with the Rules framed thereunder, a company offering or making an
introduction to subscribe to non-convertible debentures (the "NCDs") on a private placement basis is
required to obtain the necessary approvals from the members.

**Item No. 2:**

The Board recommends the special resolution as specified in Item No. 1 of the accompanying notice under Sections 42 and 7 of the
Companies Act, 2013.

The Board proposes to issue unlisted debentures aggregating up to INR 3000 crore. The Board has
recommended the issue of these debentures for the purpose of increasing the working capital of the
Company.

**Item No. 3:**

The Board of Directors proposes the Company to issue unlisted debentures aggregating up to INR 3000 crore. The Board has
recommended the issue of these debentures for the purpose of increasing the working capital of the
Company.

**Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")**

1. The Board of Directors proposes to issue unlisted debentures aggregating up to INR 3000 crore.
2. The Board has recommended the issue of these debentures for the purpose of increasing the working capital of the
company.
3. The Board proposes to seek the necessary approvals from the members of the
company for the issue of these debentures.
4. The Board recommends the special resolution as specified in Item No. 1 of the accompanying notice under Sections 42 and 7 of the
Companies Act, 2013.

The Board recommends the special resolution as specified in Item No. 1 of the accompanying notice under Sections 42 and 7 of the
Companies Act, 2013.
Place: Mumbai
Date: March 20, 2019
Telephone No.: +91-22-33956000
E-mail: m/sknow@iliwealthfinance.com
CIN: V53900MH1994PLC080646
Registered Office: 6th Floor, IIFC Centre,
Mumbai 400 013

For IIF Wealth Finance Limited

By Order of Board of Directors

The Board recommends the Special Resolution as specified in Item No. 2 for approval by the Members.

Confined of Interests: None of the Directors/Key Managerial Personnel of the Company/Their Relatives are, in any way, connected with the Company or have a financial interest in the resolution to be passed.

The Company, as approved by the Members from time to time, is authorized to issue one or more tranches of non-convertible debentures in the aggregated amount of INR 3,000 crores. The resolution, therefore, is subject to approval by the lenders/Customers/Shareholders of the Company for the proposed issue of the said non-convertible debentures.

A fresh Special Resolution at Item No. 2 of the accompanying Notice under Sections 42 and 72 of the Companies Act, 2013, as per the provisions of Sections 42 and 72 of the Companies Act, 2013, is subject to approval of the shareholders of the Company.

The Board of Directors of the Company approved the offer and issue of Secured/Unsecured/Linked/Linked/Unlinked/Convertible/Non-Convertible/Rubber/Non-Rewarded/Subordinated/优先/ Circuit Products/Member/Linked/Principal/Other/Related/Subject to...
M/S IIFL WEALTH MANAGEMENT

The Notice is hereby given by the Company to meet an Extra-Ordinary General Meeting of the members of the Company to be held at the premises of the Company located at IIFL House, 4th Floor, Nerul, Navi Mumbai, Maharashtra 400 701 on 20th May, 2009 at 10:30 AM.

NOTICE IS HEREBY GIVEN THAT an Extra-Ordinary General Meeting of the members of the company will be held on May 20, 2009 at the premises of the company located at IIFL House, 4th Floor, Nerul, Navi Mumbai, Maharashtra 400 701 at 10:30 AM.

Notice is hereby given by the Company to meet an Extra-Ordinary General Meeting of the members of the Company to be held at the premises of the Company located at IIFL House, 4th Floor, Nerul, Navi Mumbai, Maharashtra 400 701 on 20th May, 2009 at 10:30 AM.
The Holders of Shares:

[Signature of Shareholder(s)]

This form of proxy in order to be effective should be duly completed and deposited at

IIFL WEALTH FINANCE LIMITED

Registered Office: The Floor No. 1, The Citadel, Kamla Mills Complex, Lower Parel (W), Mumbai 400013

Name of the Company: IIFL WEALTH FINANCE LIMITED

CIN: U65990MH1999PLC080646

Pursuant to section 105(6) of the Companies Act, 2013 and rule 13 of the Companies

PROXY FORM

FORM NO. MGT-11