

August 23, 2025

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 542773	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 Fax No.: 26598237/ 26598238 NSE Symbol: IIFLCAPS
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Dear Sir/Madam,

Sub: Notice of the 30th Annual General Meeting of the Company

We wish to inform you that the 30th Annual General Meeting ("AGM") of the Members of IIFL Capital Services Limited (formerly known as IIFL Securities Limited) ("the Company") is scheduled to be held on Tuesday, September 16, 2025, at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, and various subsequent circulars, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI"), through Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and various subsequent circulars, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the "SEBI Circulars") respectively.

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 30th AGM of the Company.

Kindly take the same on record and acknowledge.

Yours faithfully,

For **IIFL Capital Services Limited**
(Formerly IIFL Securities Limited)

Meghal Shah
Company Secretary

Encl: As above

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

Corporate Identity Number: L99999MH1996PLC132983

Corporate Office: Office No. 1, Ground Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (E), Near East West Flyover, Mumbai - 400069

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) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: secretarial@iifl.com • Website: www.iiflcapital.com



IIFL CAPITAL
TRANSFORMING WEALTH INTO LEGACY

IIFL Capital Services Limited

(Formerly known as IIFL Securities Limited)

CIN: L99999MH1996PLC132983

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC,

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NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th (Thirtieth) Annual General Meeting (“AGM”) of the Members of IIFL Capital Services Limited (Formerly known as IIFL Securities Limited) (“**the Company**”) will be held on **Tuesday, September 16, 2025, at 11:30 a.m. (IST)** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the business(es) as mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS(ES):

Item No. 1

Receiving, considering and adopting:

- The Audited Standalone Financial Statement(s) of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditor’s thereon;

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

“RESOLVED THAT the Audited Standalone Financial Statement(s) of the Company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

- The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2025, together with Auditor’s report thereon.

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

“RESOLVED THAT the Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2025 along with the report of the Auditors thereon, be and are hereby received, considered and adopted.”

Item No. 2

Re-appointing Mr. Narendra Deshmal Jain (DIN:01984467), who retires by rotation and being eligible, offers himself for re-appointment:

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 (“**the Act**”) read with Articles of Association of the Company and other applicable provisions, if any, of the Act, Mr. Narendra Deshmal Jain (DIN: 01984467), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS(ES):

Item No. 3

Appointing M/S Rathi & Associates, Company Secretaries, as Secretarial Auditor 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company (hereinafter referred to as “**the Board**”), the consent of the Members be and is hereby accorded for the appointment of M/s Rathi & Associates, Company Secretaries (Firm Registration No. P1988MH011900) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to financial year 2029-30 at

such remuneration, plus applicable taxes and out-of-pocket expenses etc. and on such terms & conditions as may be determined by the Board, for conducting the Secretarial Audit of the Company, and to avail any other services, certificates or reports as may be permissible under applicable laws;

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No. 4

Re-appointing Mr. Anand Shailesh Bathiya (DIN: 03084831) 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”**), the rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the Company, Mr. Anand Shailesh Bathiya (DIN: 03084831), who holds the office of Independent Director under the first term of 5 (five) years up to September 21, 2025 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, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years w.e.f. September 22, 2025;

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No. 5

Re-appointing Mr. Viswanathan Krishnan (DIN: 09026252) 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”**), the rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable Regulations of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the Company, Mr. Viswanathan Krishnan (DIN: 09026252), who holds the office of Independent Director under the first term of 5 (five) years up to January 20, 2026 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, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years w.e.f. January 21, 2026;

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No. 6

Approving sale/disposal of asset(s) of the material subsidiary of the Company

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

“RESOLVED THAT pursuant to Regulation 24 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called **“SEBI Listing Regulations”**) and subject to requisite statutory/regulatory approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to sale or dispose off assets of the material subsidiary amounting to more than 20% of the assets of the material subsidiary, during the financial year 2025-26 to buyers/third-parties through various modes including by way of asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the subsidiary, in one or more tranches, on such terms and conditions and in such manner as the Board may deem fit in the best interest of the Company;

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any

Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

Item No. 7

Approving material related party transactions with IIFL Finance Limited

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “**the Board**”, which term shall be deemed to include any Committee thereof) for entering into transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, on such terms and conditions as set out in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm’s length basis from 30th Annual General Meeting (AGM) of the Company till the 31st AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorize the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent 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 authorised to delegate all or any of the powers conferred under this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolutions(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the

foregoing Resolutions(s) be and are hereby confirmed and approved in all respects.”

Item No. 8

Approving material related party transactions with IIFL Home Finance Limited

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “**the Board**”, which term shall be deemed to include any Committee thereof) for entering into transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with IIFL Home Finance Limited, being a Related Party as per SEBI Listing Regulations, on such terms and conditions as set out in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm’s length basis from 30th Annual General Meeting (AGM) of the Company till the 31st AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorize the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent 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 authorised to delegate all or any of the powers conferred under this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolutions(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolutions(s) be and are hereby confirmed and approved in all respects.”

Item No. 9**Approving material related party transactions with IIFL Samasta Finance Limited**

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee thereof) for entering into transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with IIFL Samasta Finance Limited, being a Related Party as per SEBI Listing Regulations, on such terms and conditions as set out in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm’s length basis from 30th Annual General Meeting (AGM) of the Company till the 31st AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorize the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent 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 Resolutions;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolutions to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolutions(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolutions(s) be and are hereby confirmed and approved in all respects.”

Item No. 10**Approving material related party transactions with FIH Mauritius Investments Ltd**

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee thereof) for entering into transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with FIH Mauritius Investments Ltd, being a Related Party as per SEBI Listing Regulations, on such terms and conditions as set out in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm’s length basis from 30th Annual General Meeting (AGM) of the Company till the 31st AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorize the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent 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 Resolutions;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolutions to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolutions(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolutions(s) be and are hereby confirmed and approved in all respects.”

Item No. 11**Approving material related party transactions between IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited**

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee thereof) for entering into transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto between IIFL Management Services Limited, a Wholly Owned Subsidiary, with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, on such terms and conditions as set out in the explanatory statement annexed to this Notice, PROVIDED HOWEVER THAT such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business of the respective companies and on an arm’s length basis from 30th Annual General Meeting (AGM) of the Company till the 31st AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorize the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent 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 authorised to delegate all or any of the powers conferred under

this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolution(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolution(s) be and are hereby confirmed and approved in all respects.”

Item No. 12**Approving offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis**

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

“RESOLVED THAT, pursuant to the provisions of Sections 42, 71, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations, as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall be deemed to include any duly constituted Committee thereof), to offer or invite subscriptions for secured and/or unsecured, redeemable, non-convertible debentures (NCDs), in one or more series or tranches, for an aggregate amount not exceeding ₹1,000 crores (Rupees One Thousand Crores only), on a private placement basis, to such persons, and on such terms and conditions, as the Board may, from time to time, determine as being in the best interest of the Company, including but not limited to the timing of issuance, the consideration for issuance, mode of payment, coupon rate, redemption period, utilisation of proceeds, and all other related or incidental matters;

RESOLVED FURTHER THAT the Board and/or its duly constituted Committee be and is hereby authorised to do all such acts, deeds, matters, and things, and to take all such steps as may be necessary, proper, or expedient to give effect to this Resolutions.”

Dated: July 28, 2025

Place: Mumbai

Regd. Office:

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

Email - secretarial@iiflcapital.com

**By Order of the Board of Directors
For IIFL Capital Services Limited**

Meghal Shah
Company Secretary
ACS- 53569

Notes:

1. The Ministry of Corporate Affairs (“MCA”), through its General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, and various subsequent circulars, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the “MCA Circulars”), and the Securities and Exchange Board of India (“SEBI”), through Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and various subsequent circulars, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the “SEBI Circulars”), has permitted the holding of Annual General Meetings (“AGMs”) through Video Conferencing or Other Audio-Visual Means (“VC/OAVM”) facilities till September 30, 2025. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the MCA and SEBI Circulars, the 30th AGM of the Company is being convened through the VC/OAVM facility, which does not require the physical presence of Members at a common venue. Accordingly, Members may attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the 30th AGM.
2. The Explanatory Statement pursuant to Section 102 of the Act, setting forth the material facts relating to the Special Business(es), along with the relevant details required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to Director seeking re-appointment at this AGM, are annexed hereto.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM facility will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the meeting, 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 AGM.
5. Pursuant to the provisions of Section 113 of the Act, Institutional/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address to cssnehalshah@gmail.com with a copy marked to secretarial@iiflcapital.com.
6. Pursuant to the provisions of Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA & SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 30th AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e- Voting facility to its Members in respect of the business to be transacted at the 30th AGM and facility for those Members participating in the 30th AGM to cast vote through e-Voting system during the 30th AGM. For this purpose, Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-Voting, for participation in the 30th AGM through VC/ OAVM facility and e-Voting during the 30th AGM.
8. In compliance with the aforementioned MCA and SEBI Circulars, the Notice of the 30th AGM, along with the Annual Report for the financial year 2024-25, is being sent only through electronic mode to those Members whose email addresses are registered with the Company, National Securities Depository Limited (NSDL) and CDSL (collectively referred to as the “Depositories”) as on the BENPOS date, i.e., Friday, August 15, 2025..

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 30th AGM of the Company, may send request to the Company’s email address at secretarial@iiflcapital.com mentioning Foilo No./ DP ID and Client ID.

A letter providing the web-link and QR Code for accessing the Annual Report will be sent to those Members who have not registered their e-mail address with the Company / Depositories. Further, the Members may note that the Notice and Annual Report for the FY 2024-25 will be available on website of the Company i.e. www.iiflcapital.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 CDSL at www.evotingindia.com.

9. To support the “Green Initiative”, Members whose email addresses are not registered with the Company or their respective Depository Participant(s), and who wish to receive the Notice of the 30th AGM, the Annual Report for the financial year 2024-25, and other communications from the Company from time to time, are requested to register their email addresses by following the process outlined below:

a. **For Members holding shares in physical form:**

Such Members may send a scanned copy of a signed request letter mentioning their Folio Number, complete postal address, and the email address to be registered, along with a scanned self-attested copy of their PAN and any one document supporting their registered address (such as Driving License, Passport, Bank Statement, or Aadhaar), via email to the Company at secretarial@iiflcapital.com or to the Company’s Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited (formerly

known as Link Intime India Private Limited), at rnt.helpdesk@in.mpms.mufg.com.

b. **For Members holding shares in demat form:**

Such Members are requested to update their email address directly with their respective Depository Participant(s) (“DPS”).

10. During the financial year 2024-25, the Company declared and paid an interim dividend of ₹3/- per equity share (i.e., 150% of the face value of ₹2/- per share). The same shall be considered as final dividend. Please note that, as per the provisions of Section 124(5) of the Act, any dividend remaining unclaimed for 7 (seven) years from the date of its transfer to the Company’s Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). Further, all the shares in respect of which dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority.

In accordance with Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed dividends on its website at www.iiflcapital.com. In view of this, Members who have not yet encashed or received their dividend warrants for the periods listed below are requested to submit their claims to the Company’s RTA well in advance of the respective due dates.

The due date(s) for transfer of unclaimed and unpaid dividends to the IEPF are as follows:

Financial Year	Interim Dividend per share (in ₹)	Date of declaration	Due date of Transfer
2019-2020	2	February 07, 2020	March 14, 2027
2020-2021	1	March 10, 2021	April 15, 2028
2021-2022	3	January 24, 2022	March 01, 2029
2022-2023	3	January 23, 2023	February 22, 2030
2023-2024	3	March 01, 2024	April 06, 2031
2024-2025	3	February 11, 2025	March 19, 2032

11. The Statutory Registers, Financial Statements, and all other documents referred to in the Notice and Explanatory Statement will be made available for inspection by the Members. Members who wish to inspect these documents or seek any information in relation thereto are requested to send an email to the Company at secretarial@iiflcapital.com.
12. SEBI through its notification dated January 24, 2022, has mandated that all requests for the transfer of securities, including transmission and transposition, must be processed only in dematerialised form. In view of this, and to eliminate the risks associated with holding shares in physical form as well as to avail the benefits of

dematerialisation Members are advised to dematerialise their physical shareholdings at the earliest. For assistance, Members may contact the Company’s RTA at rnt.helpdesk@in.mpms.mufg.com.

Furthermore, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a Special Window has been opened for a period of six months, from July 7, 2025, to January 6, 2026, to facilitate the re-lodgement of transfer requests for physical shares. This facility is specifically applicable to transfer deeds lodged prior to April 1, 2019, which were rejected, returned, or not processed due to deficiencies in documentation or process.

Members who were unable to submit their transfer requests by the earlier deadline of March 31, 2021 are requested to submit the requisite documents to the Company's RTA within the stipulated period.

13. SEBI vide its Circular dated January 25, 2022, has mandated the listed companies shall process all service requests related to securities only in dematerialised form, viz. Issue of duplicate securities certificates, Renewal or exchange of securities certificates, Endorsement, Sub-division/splitting of securities certificates, Consolidation of securities certificates/folios, Transmission and transposition of securities. Further, SEBI, through its Circular dated May 18, 2022, has simplified the procedures and standardized the formats of documents required for the transmission of securities. Accordingly, Members are requested to make such service requests by submitting a duly filled and signed Form ISR-4 and/or Form ISR-5, as applicable.
14. Members are hereby informed that pursuant to the provisions of the SEBI Circular dated November 03, 2021 and various subsequent Circulars latest being Master Circular for Registrars to an issue and share Transfer Agents, dated May 07, 2024, has mandated common and simplified norms for processing investor service requests, including updating PAN, KYC details, nomination and linking PAN with Aadhaar, for holders of securities in physical mode. In case of physical members who have not updated their KYC details may please submit Form ISR-1, Form ISR- 2, Form ISR-3 and Form SH13. The said forms can be downloaded from the Company's website at www.iiflcapital.com.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, PAN, mandates, nominations, power of attorney, bank account details, etc., to their DPs in case the shares are held in electronic form, and to the RTA if the shares are held in physical form.
16. The Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder. The Members desiring to avail this facility may send their nomination in Form SH-13 duly filled-in to Company's RTA. Further, the Members desirous of cancelling/varying nomination pursuant to the provisions of the Act are requested to send their requests in Form ISR-3 or SH-14 to RTA of the Company. These forms will be made available on request.
17. The Company has designated an exclusive email ID for the redressal of shareholders' queries and grievances. In case you have any queries/complaints/grievances, then please write to us at secretarial@iiflcapital.com.
18. Members can raise questions either during the meeting or in advance by sending their queries to secretarial@iiflcapital.com or investor.relations@iiflcapital.com, in the manner prescribed in this Notice. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
19. Members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Company/Depositories as on the cut-off date, i.e., Tuesday, September 09, 2025, shall be eligible to vote through e-Voting. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the said cut-off date.
20. A person who is not a Member of the Company as on the cut-off date, i.e., Tuesday, September 09, 2025, should treat this Notice for informational purposes only. However, Members holding shares in physical form, or those who have not registered their email address with the Company or their DP's, as well as any person who acquires shares of the Company after the Notice has been electronically dispatched and continues to hold shares as of the cut-off date, may obtain their User ID and Password for e-Voting by following the instructions provided in this Notice.
21. Members attending the AGM who are entitled to vote but have not cast their votes through remote e-voting shall be provided the option to vote electronically during the AGM on all resolutions set forth in the Notice. However, Members who have already voted through remote e-voting may attend the AGM but shall not be permitted to vote again during the meeting.
22. The Board of Directors has appointed CS Snehal Shah & Associates (Membership No. FCS 6114) and failing him CS Pratik M. Shah, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. In the event of their inability to act, CS Pratik M. Shah, Practicing Company Secretary, shall act as the Scrutinizer. The Consolidated Results of remote e-voting and voting at the 30th AGM shall be declared within 2 (two) working days from the conclusion of the AGM. The results, along with the Scrutinizer's Report, shall be uploaded on the Company's website at www.iiflcapital.com, the website of CDSL at www.evotingindia.com, and will also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed.
23. The resolutions approved by the Members through e-voting shall be deemed to have been passed as if they were passed at a General Meeting of the Members. The date of declaration of the e-voting results shall be considered the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
24. The information and instructions for members for remote e-voting are as under:

In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108 and 110 of the Act, read with

the Companies (Management and Administration) Rules, 2014 (as amended), applicable MCA and SEBI circulars, and the Secretarial Standard on General Meetings, the Company is providing its Members the facility to cast their votes electronically (remote e-voting) on the resolutions set out in this Notice. The remote e-voting facility is being provided by CDSL.

- i. The remote e-voting period will commence on Thursday, September 11, 2025, at 9:00 a.m. (IST) and will end on Monday, September 15, 2025, at 5:00 p.m. (IST). During this period, Members holding shares either in physical or dematerialized form as on the cut-off date (record date) of September 09, 2025, may cast their votes electronically. The e-voting module shall be disabled by CDSL after the conclusion of the voting period.
- ii. Members who have cast their votes through remote e-voting prior to the meeting shall not be entitled to vote again during the meeting.
- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, and in accordance with Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facilities to Members for all resolutions proposed. However, it has been observed that participation from public non-institutional/retail shareholders remains minimal.

Currently, multiple e-voting service providers (ESPs) operate in India, requiring shareholder to register separately with each ESP and maintain multiple user IDs and passwords.

In order to enhance the efficiency of the voting process and improve shareholder participation, SEBI has introduced a system, following public consultation, that enables demat account holders to access e-voting through a single login, through their demat accounts or through the websites of the Depositories or Depository Participants. As a result, demat account holders would be able to cast their votes without the need for separate registration with ESPs, thereby ensuring seamless authentication and improving convenience and accessibility in the e-voting process.

- iv. In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, regarding e-voting facilities provided by listed companies, individual Members holding securities in dematerialized (demat) mode are permitted to vote through their demat accounts maintained with the respective Depositories and Depository Participants. Members are advised to ensure that their mobile number and email ID are updated in their demat accounts to facilitate access to the e-voting facility.

In accordance with the above-mentioned SEBI Circular, the login method for e-voting and joining virtual meetings for individual members holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider's website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 4886 7000 and 022 2499 7000.

- v. Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website 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 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:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ▪ 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.
Dividend Bank Details	Enter the Dividend Bank 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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> ▪ 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.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload Board Resolution and Power of Attorney (POA) if any. If uploaded, the same will be made available to scrutinizer for verification.

xvii. 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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and 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 cssnehalshah@gmail.com and secretarial@iiflcapital.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.

5. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@iiflcapital.com or investor.relations@iiflcapital.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@iiflcapital.com or investor.relations@iiflcapital.com. These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, who are present in the AGM 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 AGM.
10. If any Votes are cast by the members through the e-voting available during the AGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. 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 rnt.helpdesk@in.mpms.mufg.com or secretarial@iiflcapital.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective DP which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-

a. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.com at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufg.com.

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

b. For Permanent Registration for Demat shareholders:

It is clarified that, for permanent registration of their email address, Members are requested to register their email address with their respective Depository Participant (DP), in accordance with the procedure prescribed by the DP, for shares held in dematerialized form.

c. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.com at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufg.com.

On submission of the Members details an OTP will be received by the Members who needs to be entered in the link for verification.

d. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.com at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufg.com.

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

Annexure to the Notice:

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying Notice

Item No. 3

Appointing M/s Rathi & Associates, Company Secretaries, as Secretarial Auditor of the Company

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, every listed entity is required to annex with its Board's Report a Secretarial Audit Report issued by a Practicing Company Secretary.

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity is required to appoint or re-appoint a Secretarial Auditor with the approval of the Members at the Annual General Meeting, in accordance with the following provisions:

- a. An individual may be appointed as Secretarial Auditor for not more than one term of 5 (five) consecutive years; or
- b. A firm of Secretarial Auditors may be appointed for not more than two terms of 5 (five) consecutive years.

Further, SEBI has also prescribed the eligibility, qualifications and disqualifications of Secretarial Auditor in the said amendment.

With a view to bring in a fresh perspective and strengthening the objectivity of the Secretarial Audit process and considering the professional independence of M/s Rathi & Associates, the Board of Directors at its meeting held on April 28, 2025, based on the recommendation of the Audit Committee and subject to the approval of the Members, approved the appointment of M/s Rathi & Associates as the Secretarial Auditor of the Company for a term of 5 (five) years, commencing from the FY 2025-26 to FY 2029-30.

The proposed remuneration (Audit Fee) payable to M/s Rathi & Associates for conducting the Secretarial Audit for the FY 2025-26 is ₹3,00,000 (Rupees Three Lakhs only), plus applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditor under various statutory regulations

from time to time, for which the auditor will be remunerated separately on mutually agreed terms.

M/s Rathi & Associates is a peer-reviewed firm (Certificate No. P1988MH011900), established in 1988, with over 30 years of experience in advising listed companies, private and public entities, NBFCs, joint ventures, and multinational corporations. The firm's areas of expertise include statutory compliance, corporate governance, SEBI regulations, NCLT matters, mergers and demergers, capital restructuring, and company winding-up procedures.

The Company has received a consent letter and an eligibility certificate from M/s Rathi & Associates to act as the Secretarial Auditor of the Company. They have also confirmed that the said appointment is within the limits prescribed under applicable laws.

Accordingly, the approval of the Members is sought for the appointment of M/s Rathi & Associates as the Secretarial Auditor of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution, as set out in Item No. 3 of the Notice convening the meeting, for approval by the Members.

Item No. 4

Re-appointing Mr. Anand Shailesh Bathiya (DIN: 03084831) as an Independent Director of the Company

Pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company, Mr. Anand Shailesh Bathiya (DIN: 03084831) was appointed as an Independent Director on the Board of the Company for a term of 5 (five) consecutive years, with effect from September 22, 2020.

The Board of Directors, at its meeting held on July 28, 2025, based on the performance evaluation and considering the rich experience, knowledge and valuable contribution of Mr. Bathiya in the deliberations during the Board/Committee meetings, and on recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Bathiya as an Independent Director for a second term of 5 (five) consecutive years effective from September 22, 2025,

subject to the approval of the shareholders and Regulators/Exchanges, as may be required.

Mr. Anand Bathiya, a Chartered Accountant and Company Secretary with Bachelor's degrees in Law and Commerce, has over 20 years of expertise in accounting, finance, governance, and M&A advisory. He has advised on more than 300 domestic and international transactions, bringing valuable capital markets experience. His strong knowledge in accounting and governance has strengthened the Company's financial integrity and compliance. As a Partner at S H B A & CO LLP (Formerly Bathiya & Associates LLP) and President of the Bombay Chartered Accountants' Society (2024-25), he is highly respected in the profession. In view of the same, the Board recommends the re-appointment of Mr. Bathiya for his continued value, expertise and independent judgment.

Mr. Bathiya is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent relating thereto. The Company has also received declaration from Mr. Bathiya that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. The Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member, proposing his candidature for re-appointment in the office of Independent Director.

The requisite details and information pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "**Annexure**" to this Notice.

Mr. Bathiya shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board/Committee meetings and commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, the approval of Members is sought for re-appointment of Mr. Anand Shailesh Bathiya as an Independent Director of the Company by passing a Special Resolution.

Mr. Anand Shailesh Bathiya is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Mr. Bathiya may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 5

Re-appointing Mr. Viswanathan Krishnan (DIN: 09026252) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Viswanathan Krishnan (DIN: 09026252) was appointed as an Independent Director on the Board of the Company for a term of 5 (five) consecutive years with effect from January 21, 2021.

The Board of Directors, at its meeting held on July 28, 2025, based on the performance evaluation and considering the rich experience, knowledge and valuable contribution of Mr. Krishnan in the deliberations during the Board/Committee meetings, and on recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Krishnan as an Independent Director for a second term of 5 (five) consecutive years effective from January 21, 2026, subject to the approval of the shareholders and Regulators/Exchanges, as may be required.

Mr. Krishnan brings over 36 years of extensive experience in operations, risk management, compliance, and technology. His deep expertise in risk and compliance has played a vital role in strengthening the Company's governance framework, enhancing internal controls, and ensuring strong regulatory compliance. In view of the same, the Board recommends the re-appointment of Mr. Krishnan recognizing the value of his independent guidance and significant contributions to the Company's risk oversight.

Mr. Krishnan is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent relating thereto. The Company has also received declaration from Mr. Krishnan that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. The Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member, proposing his candidature for re-appointment in the office of Independent Director.

The requisite details and information pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "**Annexure**" to this Notice.

Mr. Krishnan shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof

as may be decided by the Board, reimbursement of expenses for participating in the Board/Committee meetings and commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, the approval of Members is sought for re-appointment of Mr. Viswanathan Krishnan as an Independent Director of the Company by passing a Special Resolution.

Mr. Viswanathan Krishnan is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Mr. Krishnan may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 6

Approving sale/disposal of asset(s) of the material subsidiary of the Company

Pursuant to Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI Listing Regulations"), selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Members by way of a special resolution.

It is proposed to sell or dispose of certain assets of IIFL Facilities Services Limited ("IIFL Facilities"), a material subsidiary of the Company, during the Financial Year 2025-26, to third-party buyers through various modes, including asset sale or other contractual arrangements. The proceeds from such transactions will be utilized by IIFL Facilities for repayment of term loans secured against such assets and for other business-related purposes, on such terms and conditions as may be deemed appropriate by the Board.

The Management believes that the consideration from the sale of assets of the subsidiary will generate significant shareholder value by monetization and will be in the best interest of the company.

In view of the aforesaid regulatory requirement, approval of the Members is being sought for the Special Resolution set out in Item No. 6 of the Notice. The approval sought for the transaction(s) mentioned above are not proposed to be carried out with Promoters, Persons Acting in Concert, Directors or Key Managerial Personnels.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7 to 11

Approving material related party transactions

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Further, such material related transactions shall require prior approval of shareholders through ordinary resolution.

The Company and/or its subsidiaries may, from time to time, enter into various transactions with related parties (as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations), including but not limited to inter-corporate deposits, investments in or redemption, purchase or sale of securities, as well as other operational or financial transactions. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company and its subsidiaries and have been approved by the Audit Committee and the Board of Directors at their respective meetings.

In light of the above and to comply with the applicable regulatory requirements, the approval of shareholders is being sought for entering into such material related party transactions by the Company and/or its subsidiaries with related parties, which may exceed the materiality threshold prescribed under the SEBI Listing Regulations, for the period from the 30th Annual General Meeting (AGM) until the 31st AGM, not exceeding fifteen months.

The requisite disclosures, as mandated under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular"), are provided below:

A) Transactions between the Company with its related parties

1. Name of the related party, nature of relationship, type & value of the proposed transaction:

Name of the Related Party	IIFL Finance Limited (IIFL FIN)#	IIFL Home Finance Limited (IIFL HFL)#	IIFL Samasta Finance Limited (IIFL SFL) #	FIH Mauritius Investments Ltd (FIH)	Related Party as per Accounting Standards and SEBI Listing Regulations			
					Financial			
Nature of Relationship	Value of the proposed Transaction				Value of the proposed Transaction			
Nature of Concern or Interest of the Related Party (financial or otherwise)	Value of the proposed Transaction		Value of the proposed Transaction		Value of the proposed Transaction		Value of the proposed Transaction	
	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25
Type of transaction	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25
1. Inter-Corporate Deposit given								
a. Aggregate	1500	58%	1500	58%	1500	58%	-	-
b. Maximum Outstanding at the end of the day	700	27%	500	19%	700	27%	-	-
2. Inter-Corporate Deposit taken								
a. Aggregate	1500	58%	1500	58%	1500	58%	-	-
b. Maximum Outstanding at the end of the day	700	27%	500	19%	700	27%	-	-
3. Other Transactions								
a. Cost allocation received/paid	15	1%	7	0%	5	0%	-	-
b. Reimbursements of expenses	3	0%	2	0%	2	0%	-	-
c. Brokerage & ancillary income	As per Actual Rate	-	As per Actual Rate	-	As per Actual Rate	-	As per Actual Rate	-
d. Brokerage & Commission Income for structured products	35	1%	35	1%	35	1%	-	-
e. Investment in/ redemption/ Purchase/sale/ of Securities	100	4%	50	2%	50	2%	500	19%
f. Referral/Arranger Fee Income	25	1%	25	1%	-	-	-	-
g. Investment Banking fees	10	0%	10	0%	-	-	20	1%
h. Other transactions	1	0%	1	0%	1	0%	-	-
Total	3,189	124%	3,130	122%	3,093	120	520	20%

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

Type of proposed transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtedness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
1. Inter-Corporate Deposit given	From the date of 30 th AGM to 31 st AGM for a period not exceeding fifteen months	SBI 1 year MCLR + Credit spread of 250 to 350 basis points shall be applicable	Unsecured	Bullet repayment on maturity or payable/receivable on demand	From own capital including retained earnings	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws.
2. Inter-Corporate Deposit taken	From the date of 30 th AGM to 31 st AGM for a period not exceeding fifteen months	Depends on the nature of Securities			From own capital including retained earnings/ Borrowed fund	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions will be carried out as per the prevailing market price/ fair value of securities from time to time as per competitive prices.
3. Investment in/ redemption/ Purchase/ sale/ of Securities	From the date of 30 th AGM to 31 st AGM for a period not exceeding fifteen months							

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

1. Name of the related party, nature of relationship, type & value of the proposed transaction:

Name of Subsidiary and Related Party of the Company	IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited		
Nature of Relationship	Related Party as per Accounting Standards and SEBI Listing Regulations		
Nature of Concern or Interest of the Related Party (financial or otherwise)	Financial		
Type of transaction	Value of the proposed Transaction		
	Rs. in Cr	% of Company's annual consolidated turnover based on FY 2024-25	% of subsidiary company's annual Standalone turnover based on FY 2024-25
Investment in/ redemption/ Purchase/ sale/ of Securities	1500	58%	1927%
Cost allocation received/paid	5.00	0%	6%
Reimbursements of expenses	5.00	0%	6%
Brokerage & Commission Income for structured products	25.00	1%	32%
Total	1,535.00	60%	1972%

2. Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the transactions, source of funds, purpose of use of funds and justification as to why the related party transaction is in the interest of the WOS

Type of proposed transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtedness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
1. Investment in/ redemption/ Purchase/ sale/ of Securities	From the date of 30 th AGM to 31 st AGM for a period not exceeding fifteen months	Depends on the nature of Securities			From own capital including retained earnings/ Borrowed fund	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions will be carried out as per the prevailing market price/fair value of securities from time to time as per competitive prices.

C) Justification for the Related Party Transaction Being in the Interest of the Company/Subsidiary

The transactions undertaken by the Company and its subsidiary with the related party as mentioned above are part of their ordinary course of business and are conducted on an arm's length basis in accordance with applicable laws and regulations.

D) Valuation or External Party Report

Not applicable, as the transactions are executed at prevailing market rates and are consistent with competitive pricing standards.

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

Sr. No.	Name of the Related Parties of the Company	Nature of Concern or Interest
1	IIFL Finance Limited (IIFL FIN)	Mr. Nirmal Jain and Mr. R. Venkataraman are Executive Directors of IIFL FIN. Mr. Nirmal Jain and Mr. R. Venkataraman are promoters of IIFL FIN and both holds along with their relatives & persons acting in concert 10,56,74,667 equity shares i.e. 24.89% in IIFL FIN as on March 31, 2025.
2	IIFL Home Finance Limited (IIFL HFL)	Mr. Nirmal Jain and Mr. R. Venkataraman are Non-Executive Directors of IIFL HFL. Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL FIN and IIFL HFL is a Subsidiary of the IIFL FIN.
3	IIFL Samasta Finance Limited (IIFL SFL)	Mr. R. Venkataraman is Non-Executive Director of IIFL SFL. Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL FIN and IIFL SFL is a Subsidiary of the IIFL FIN.
4	FIH Mauritius Investments Ltd (FIH)	FIH holds more than 10 % equity shares in IIFL Capital Services Limited as on March 31, 2025.

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

Sr. No.	Name of the Entities	Nature of Concern or Interest
1	IIFL Finance Limited (IIFL FIN)	Mr. Nirmal Jain and Mr. R. Venkataraman are Executive Directors of IIFL FIN. Mr. Nirmal Jain and Mr. R. Venkataraman are promoters of IIFL FIN and both holds along with their relatives & persons acting in concert 10,56,74,667 equity shares i.e. 24.89% in IIFL FIN as on March 31, 2025.
2	IIFL Management Services Limited (IIFL MSL), WOS	Mr. Nirmal Jain and R. Venkataraman are promoters of IIFL Capital Services Limited (ICSL) and IIFL MSL is a Wholly Owned Subsidiary of the ICSL.

Except for the aforementioned Directors, Promoters, and their Relatives, none of the Directors, Key Managerial Personnel, or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 7 to 11 of this Notice.

Your Directors recommend the Ordinary Resolutions set out at Item Nos. 7 to 11 of the 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 set out at Item Nos. 7 to 11 of the Notice whether the entity is a related party to the particular transaction or not.

Item No. 12**Approving offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis**

Pursuant to Section 42 of the Companies Act, 2013 ("the Act") read with the applicable Rules, a company proposing to offer or invite subscriptions for Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year. In order to augment long-term resources for financing, inter alia, ongoing expenditure and general business purposes, the Board of Directors may, at an appropriate time, offer or invite subscriptions for secured/unsecured, redeemable, non-convertible debentures, in one or more series/tranches, on a private placement basis, issuable and redeemable at par.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act, read with the applicable Rules, to enable the Company to issue NCDs on a private placement basis, in one or more tranches, during the year, within the overall borrowing limits of the Company as approved by the Members from time to time.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 12 of the Notice for the approval of the Members.

Information pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Particulars	Mr. Anand Shailesh Bathiya	Mr. Viswanathan Krishnan	Mr. Narendra Jain
Age	41 years	59 years	54 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	September 22, 2020	January 21, 2021	May 07, 2014
Qualifications	Chartered Accountant, Company Secretary and Bachelor's Degree in Law and Commerce	Cost and Works Accountant and Bachelor's Degree in Law and Commerce	Chartered Accountant and Bachelor's Degree in Commerce
Brief resume including expertise in specific functional areas	Mr. Anand Bathiya is a Non-Executive Independent Director on the Board of the Company and a Chartered Accountant by profession. Holding Bachelors degree in Law and Commerce, he is a qualified Registered Valuer along with holding diplomas in Securities Law and Information Systems. With two decades of experience in domains of business consulting, finance, growth, governance, transactions and tax, he has enabled multiple businesses build efficiencies and remain competitive. Mr. Bathiya is regularly engaged in advising businesses in negotiating, structuring, performing due diligence and executing domestic and international Mergers & Acquisitions (M&A), having advised more than 300 M&A transactions. He advises businesses in capital market initiatives like IPOs, QIPs, rights issues, open offers, international listings, etc. along with advising private equity funds, venture capital funds, family offices in formation, fund documentation, diligence and investment transaction execution. Currently, he is a Partner with S H B A & CO LLP (Formerly Bathiya & Associates LLP), having in the past worked with world leading professional services firms. He was ex-President of Bombay Chartered Accountants' Society for FY 2024-25.	Mr. V. Krishnan is a Non-Executive Independent Director on the Board of the Company and is a seasoned financial services professional with a diverse experience of 36 years in operations, technology, operational risk, information security, compliance, and internal control. He has worked in multiple areas of financial services like Custodial Services, Asset Management Companies, IT Services, Exchange and International Banks, holding senior positions in various international and domestic organizations like Barclays, Deutsche Bank, JP Morgan, L&T, MCX, etc. His diverse experience is backed by professional qualifications in Accounting, Law, Information Security, Internal Audit, Fraud, Anti Money Laundering, and Operations Resilience amongst others. Mr. Krishnan leads Kris Consulting, a unique boutique advisory, assurance and training firm, that focuses primarily on Governance, Risk & Compliance, Process Re-engineering and Internal Audit	Mr. Narendra Jain is a Whole-Time Director on the Board of the Company. He is a rank holder Chartered Accountant and holds a Bachelor's degree in Commerce from the University of Mumbai. He has over 30 years of experience in the financial services industry, specifically in areas such as operations, risk management, compliance, process automation and project management. In the past, he was associated with ICICI Brokerage Service Limited, where he worked in areas like operations, risk, compliance and design and development of systems and processes. He was also associated with Hindustan Petroleum Corporation Limited, where he handled indirect taxation and marketing analytics.
Number of shares held in the Company as on March 31, 2025	Nil	Nil	135000
Directorships held in other public companies (excluding foreign companies) as on March 31, 2025	<ul style="list-style-type: none"> Manika Plastech Limited 	<ul style="list-style-type: none"> IIFL Facilities Services Limited. 	<ul style="list-style-type: none"> IIFL Management Services Limited IIFL Capital Assets Management Limited (Formerly IIFL Securities Alternate Asset Management Services Limited) IIFL Securities Services IFSC Limited
Attendance in number of Board eligible during the financial year 2024-25	Six of Seven	Seven of Seven	Seven of Seven

Particulars	Mr. Anand Shailesh Bathiya	Mr. Viswanathan Krishnan	Mr. Narendra Jain
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee in public limited companies) as on March 31, 2025	<ul style="list-style-type: none"> Chairperson of Audit Committee - Mamika Plastech Limited 	None	None
Relationships between Directors inter-se	None	None	None
Past Remuneration details (Rs. in million) (FY2024-25)	2.33	2.32	17.53
Stock Option (Exercised and allotted in no.)	Nil	Nil	Nil

**By Order of the Board of Directors
For IIFL Capital Services Limited**

Meghal Shah
Company Secretary
ACS- 53569

Dated: July 28, 2025
Place: Mumbai

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