

March 25, 2026

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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Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, please find enclosed herewith a copy of the Notice of the Postal Ballot along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 (“**the Act**”) and SEBI Listing Regulations, for seeking approval of the Members of the Company for the following resolutions:

Sr. No.	Particular	Type of Resolution
1	Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013	Special Resolution
2	Increase in Limits under Section 180(1)(a) of the Companies Act, 2013	Special Resolution

In compliance with the provisions of Sections 108 and 110 of the Act read with the rules made thereunder, and in accordance with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, along with subsequent circulars issued by the Ministry of Corporate Affairs, including Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the “**MCA Circulars**”), the Postal Ballot Notice along with the Explanatory Statement is being sent only through electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 20, 2026 (“**Cut-off Date**”).

The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) to provide remote e-voting facilities to its Members. The remote e-voting period shall commence on Thursday, March 26, 2026 at 9:00 a.m. (IST) and conclude on Friday, April 24, 2026 at 5:00 p.m. (IST). Thereafter, the e-voting module shall be disabled by CDSL. Voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date. The communication of

assent or dissent of the Members shall take place only through the remote e-voting system.

The Postal Ballot Notice is also available on the Company's website at www.iiflcapital.com, and on the websites of the stock exchanges, i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). The same is also available on the website of CDSL at <https://www.evotingindia.com>.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

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

**Meghal Shah
Company Secretary**

Encl: As above



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, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 3929 4000 Fax: (91-22) 2580 6654
E-mail: secretarial@iiflcapital.com, Website: www.iiflcapital.com

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard–2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, and other applicable provisions of the Act, the Rules and the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs, including Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the “**MCA Circulars**”), to transact the special business(es) as set out below which are proposed to be passed by the Members of IIFL Capital Services Limited (“**the Company**”) by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

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

The Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts and the reasons for the proposed resolutions, is annexed hereto and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to Sections 108 and 110 of the Act read with the applicable Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted to remote e-voting only, i.e., by casting votes electronically. Members are requested to carefully read the instructions provided in this Notice under the heading “**Instructions for e-voting**” at Note 7.

The Board of Directors of the Company, at its meeting held on March 24, 2026, has appointed CS Snehal Shah, Proprietor of M/s. Snehal Shah & Associates, Practicing Company Secretaries, Mumbai, or failing him, CS Pratik M. Shah, Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot process conducted through remote e-voting in a fair and transparent manner.

Members holding Equity Shares of the Company as on the Cut-off Date specified in this Notice are entitled to vote on the proposed resolutions and to record their assent ("FOR") or dissent ("AGAINST") through remote e-voting. The Company has engaged the services of CDSL to provide the remote e-voting facility to its Members. The remote e-voting period shall commence on Thursday, March 26, 2026 at 9:00 a.m. (IST) and conclude on Friday, April 24, 2026 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable Members to register their e-mail addresses. Members who have not yet registered their e-mail addresses are requested to register the same in the manner specified in the Notes to this Notice in order to receive this Notice and participate in the remote e-voting process.

The Scrutinizer shall submit his report to the Chairperson or any other person authorised by the Board, upon completion of the scrutiny of votes cast through remote e-voting. The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of the remote e-voting period. The results, along with the Scrutinizer's Report, shall be placed on the website of the Company at www.iiflcapital.com and on the website of CDSL at www.evotingindia.com, and shall also be displayed at the Registered Office of the Company. The results shall simultaneously be communicated to the stock exchanges where the Equity Shares of the Company are listed.

The resolution(s), if approved by the requisite majority of Members, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., Friday, April 24, 2026.

The following resolution(s) are proposed for approval of the Members of the Company by way of Postal Ballot:

SPECIAL BUSINESS(ES):

Item No. 1

Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), 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 Memorandum and Articles of Association of the Company, and in supersession of all earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof or any Director(s)/Officer(s) authorised by the Board) to borrow, from time to time, any sum or sums of money, whether by way of fund-based and/or non-fund-based facilities, whether secured or unsecured, including but not limited to overdraft facilities, demand loans, cash credit facilities, commercial papers, term loans, bonds, debentures (whether convertible or non-convertible), floating rate notes, fixed rate notes, syndicated loans, external commercial borrowings, bank guarantees, letters of credit or any other securities or instruments, in Indian Rupees or any foreign currency as may be permitted under applicable law, from banks, financial institutions, foreign lenders, multilateral financial institutions, bodies corporate, investors or any other person(s) or entity(ies), as the Board may deem fit, **PROVIDED THAT** the aggregate amount of such borrowings outstanding at any point of time shall not exceed ₹7,000 Crores (Rupees Seven Thousand Crores only), notwithstanding that the monies so borrowed, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary

course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company as per its latest audited financial statements;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary for obtaining requisite approvals, statutory, contractual or otherwise, in relation to the above, and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings as may be required, on behalf of the Company, and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including delegating all or any of its powers herein conferred to any Committee(s), Director(s) or Officer(s) of the Company;

RESOLVED FURTHER THAT a certified true copy of this resolution, signed by any Director or the Company Secretary of the Company, be furnished to such authorities, persons or entities as may be required, from time to time.”

Item No. 2

Increase in Limits under Section 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), 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 Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall be deemed to include any Committee thereof or any Director(s)/Officer(s) authorised by the Board) to sell, lease, transfer, assign, dispose of and/or otherwise encumber, by way of mortgage, charge, hypothecation, pledge, lien or other security, whether by way of fixed and/or floating charge, all or any part of the movable and/or immovable properties, tangible and/or intangible assets of the Company, whether present or future, including the whole or substantially the whole of the undertaking(s) of the Company, in favour of any bank(s), financial institution(s), foreign lender(s), multilateral financial institution(s), investor(s), debenture trustee(s), body corporate(s), entity(ies) or authority(ies), or any other lender(s), body corporate(s), entity(ies) or authority(ies), as may be determined by the Board, to secure the borrowings availed or to be availed by the Company or any third party, together with interest, additional interest, charges, costs, expenses and all other monies payable in connection therewith, provided that the aggregate indebtedness secured by the assets of the Company shall not exceed ₹7,000 Crores (Rupees Seven Thousand Crores only) at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, settle and execute with the concerned bank(s), financial institution(s), foreign lender(s), multilateral financial institution(s), investor(s), debenture trustee(s), body corporate(s), authority(ies) or other lender(s)/trustee(s), all such agreements, deeds, documents and writings as may be necessary or expedient for the purpose of giving effect to the aforesaid sale(s), lease(s), transfer(s), assignment(s) and/or creation of mortgage(s) and/or charge(s), on such terms and conditions as the Board may deem fit in its absolute discretion, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto, including delegation of all or any of the powers herein conferred to any Committee(s), Director(s) or Officer(s) of the Company;

RESOLVED FURTHER THAT a certified true copy of this resolution, signed by any Director or the Company Secretary of the Company, be furnished to such authorities, persons or entities as may be required, from time to time.”

By order of the Board of Directors

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

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

Date: March 24, 2026

Place: Mumbai

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”), read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts and reasons in respect of the proposed resolution(s), is annexed hereto and forms an integral part of this Postal Ballot Notice (“**Notice**”).
2. In accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued by the Ministry of Corporate Affairs, including Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the “**MCA Circulars**”), this Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 20, 2026 (“**Cut-off Date**”), to be received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as the “**Depositories**”), and whose e-mail addresses are registered with the Company or its Registrar and Transfer Agent (“**RTA**”) or the Depositories.

This Notice will also be available on the Company’s website at www.iiflcapital.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, namely BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and on the website of CDSL at www.evotingindia.com.

3. In compliance with the MCA Circulars, physical copies of this Notice, along with the Postal Ballot Forms and pre-paid business envelopes, are not being sent to the Members. Accordingly, the communication of assent or dissent by Members eligible to vote shall be effected only through remote e-voting, i.e., by casting their votes electronically instead of submitting Postal Ballot Forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date (“**Eligible Members**”) shall be entitled to vote through the remote e-voting process in respect of the resolutions set out in this Notice. A person who becomes a Member after the Cut-off Date should treat this Notice for information purposes only.

It is, however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote on the proposed resolutions in accordance with the procedure specified in this Notice.

5. Eligible Members who have not registered their e-mail addresses are requested to register the same in order to receive this Notice, along with the procedure for remote e-voting and the relevant login credentials. Upon successful registration of the e-mail address, an electronic copy of the Notice shall be sent by the Company or CDSL within 48 hours of receipt of the e-mail details.
6. Members who wish to inspect the documents referred to in the Notice or the Explanatory Statement may send their request from their registered e-mail address to secretarial@iiflcapital.com, mentioning their Name and Folio Number / DP ID & Client ID, up to the last date of the remote e-voting period for this Postal Ballot, i.e., Friday, April 24, 2026.

7. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

In compliance with the provisions of Sections 108 and 110 of the Act, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant MCA Circulars, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI circular dated December 9, 2020, in relation to e-voting facilities provided by listed entities, and the Secretarial Standard on General Meetings (SS-2), as amended, the Company is providing the facility of remote e-voting to its eligible Members. Accordingly, the proposed special business item(s) set out in this Notice shall be transacted only through remote e-voting.

The Company has engaged the services of CDSL to provide a secure remote e-voting facility, enabling eligible Members to cast their votes electronically.

- (i) The voting period begins on Thursday, March 26, 2026 at 9:00 AM (IST) and ends on Friday, April 24, 2026, at 5:00 PM (IST). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, March 20, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with

the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 & 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. 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 providers' 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 e-Voting link available on 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsd.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

	<p>provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting 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 OR Date of Birth (DOB)	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. <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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the Electronic Voting Sequence Number (EVSN) of IIFL Capital Services Limited (Formerly IIFL Securities Limited) on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@iiflcapital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/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 **Company at secretarial@iiflcapital.com or RTA at investor.helpdesk@in.mpms.mufg.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 through Depository.

If you have any queries or issues regarding 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 - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

[Pursuant to Section 102 and 110 of the Companies Act, 2013]

The following Statement sets out all the material facts pertaining to the Resolutions proposed in the accompanying Notice

Item No. 1 & 2

Pursuant to the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 (the "Act"), the approval of the Members by way of Special Resolution is required (i) to authorise the Board of Directors of the Company to borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company; and (ii) to authorise the Board to sell, lease, transfer, assign, dispose of and/or otherwise encumber, including by way of mortgage(s), charge(s), pledge(s) and/or hypothecation(s), the movable and/or immovable properties of the Company, both present and future, including the whole or substantially the whole of any undertaking of the Company, to secure such borrowings.

The Members of the Company, at the Extraordinary General Meeting held on February 26, 2019, approved borrowing limits of up to an aggregate amount not exceeding ₹2,500 Crores (Rupees Two Thousand Five Hundred Crores only), comprising both fund-based and non-fund-based facilities, in excess of the aggregate of the Company's paid-up share capital and free reserves, and authorized the creation of corresponding security in respect thereof.

The Company, being engaged in the broking business, is required to maintain cash deposits and collateral (primarily in the form of bank fixed deposits and bank guarantees) to meet margin requirements with clearing corporations and stock exchanges. These margin requirements are directly linked to client trading activity and generally increase with business growth.

Further, in line with the Company's strategy to diversify revenue streams and expand its active client base, the Margin Trading Facility ("MTF") book is expected to grow.

Currently, the Company avails fund-based and non-fund-based facilities, including overdrafts, cash credit, demand loans, commercial papers, term loans, and bank guarantees, from banks, financial institutions, and other lenders. These facilities are primarily utilized for onward lending to clients through trade receivables (T+6) and MTF under the prevailing regulatory framework, which permits brokers to borrow up to five times their liquid net worth. Additionally, these facilities support the Company's day-to-day operational requirements. It may be noted that, since MTF represent client funding activities akin to lending operations, traditional debt-equity ratios are not considered an appropriate metric for assessing the Company's financial leverage.

Accordingly, enhancing the Company's borrowing capacity is considered necessary to ensure adequate headroom for supporting anticipated growth, maintaining operational flexibility, and leveraging emerging business opportunities.

In order to meet the aforesaid business requirement, evolving regulatory changes and support foreseeable growth, it is proposed to enhance the borrowing limit under Section 180(1)(c) of the Act to ₹7,000 Crores (Rupees Seven Thousand Crores only), on such terms and conditions as may be agreed between the Company and the lenders. Accordingly, it is also proposed to sell, lease, transfer, assign, dispose of, and/or create mortgages, charges, pledges, hypothecations, or other encumbrances on the movable and/or immovable properties of the Company—whether present or future—including the

whole or substantially the whole of any undertaking of the Company, to secure borrowings within the overall limits approved by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolutions, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 1 and 2 of the accompanying Notice for approval by the Members of the Company.

By order of the Board of Directors

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

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

**Date: March 24, 2026
Place: Mumbai**

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