

July 18, 2025

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL</b>
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**Sub: Proceedings of the 30<sup>th</sup> Annual General Meeting of IIFL Finance Limited (“the Company”) held on Friday, July 18, 2025**

Dear Sir/Madam,

Pursuant to Regulation 30 and 51 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of the proceedings of the 30<sup>th</sup> Annual General Meeting of the Company held on Friday, July 18, 2025, at 11:30 a.m. through Video Conferencing is enclosed herewith.

Kindly take the same on record and oblige.

Thanking you,

**For IIFL Finance Limited**

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**Samrat Sanyal**  
**Company Secretary & Compliance Officer**  
**ACS: 13863**  
**Email Id: [csteam@iifl.com](mailto:csteam@iifl.com)**  
**Place: Mumbai**

*Encl: As above*

**CC:**  
India International Exchange (IFSC) Limited  
The Signature, Building No. 13B, GIFT SEZ,  
GIFT City, Gandhinagar, Gujarat - 382355

**Summary of the proceedings of the 30<sup>th</sup> Annual General Meeting of IIFL Finance Limited**

**Venue:** Video Conferencing (VC)

**Day, Date and Time:** Friday, July 18, 2025, at 11:30 a.m.

**Members attending the Meeting:** 64 Members attended the Meeting through VC.

**Quorum:** The requisite quorum as required under Section 103 of the Companies Act, 2013 ("the Act") was present throughout the meeting.

Mr. Samrat Sanyal, Company Secretary & Compliance Officer, welcomed all the Members present at the 30<sup>th</sup> Annual General Meeting ("the Meeting") of the Company through Video Conferencing (VC). He informed the Members that the Ministry of Corporate Affairs ("MCA") vide various General Circulars ("MCA Circulars") issued from time to time, permitted holding of the Meeting through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars, the Meeting of the Company was held through VC and the Company had taken all requisite steps to enable Members to participate and vote on the items being considered at the Meeting.

He informed the Members about basic instructions with respect to participation at the Meeting through VC. He further informed the Members about the presence of the Directors including Mr. Arun Kumar Purwar, Chairperson of the Board, Mr. Nihar Jambusaria, Chairperson of the Audit Committee and Nomination and Remuneration Committee, Mr. Bijou Kurien, Chairperson of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and other Directors from their respective locations.

He further informed the Members about the presence of representatives of Joint Statutory Auditors and Secretarial Auditor of the Company.

He further informed the Members about the appointment of Scrutinizer, M/s. Nilesh Shah and Associates, Practicing Company Secretaries, as the Scrutinizer for remote e-voting and Scrutinizer for the votes cast by Members during the Meeting, by e-voting system, under Section 108 of the Act.

The Members were apprised about the availability of all the requisite statutory registers and other relevant documents as referred in the Notice and the explanatory statement in electronic mode for inspection, by sending an e-mail to the Company.

The Company Secretary requested the Chairperson of the Board to take the Chair and proceed with the Meeting.

Mr. Arun Kumar Purwar, Chairperson of the Board welcomed the Members and the requisite quorum being present, he called the Meeting to order. He then introduced Mr. R Venkataraman, Co-Founder and Joint Managing Director of the Company.

On request of the Chairperson, Mr. R Venkataraman introduced the Directors and Key Executives of the Company attending the Meeting.

**IIFL Finance Limited**

**CIN No.: L67100MH1995PLC093797**

Corporate Office – 802, 8<sup>th</sup> Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

Tel: (91-22) 6788 1000 .Fax: (91-22) 6788 1010

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

Tel: (91-22) 41035000. Fax: (91-22) 25806654 E-mail: [csteam@iifl.com](mailto:csteam@iifl.com) Website: [www.iifl.com](http://www.iifl.com)

The Company Secretary informed that pursuant to various Circulars, issued by MCA and SEBI, from time to time, the facility to appoint proxy to attend and cast vote on behalf of the Members was not available.

He further informed the Members that the Company had provided facility to all the Members to exercise their votes on the items of business given in the Notice through remote e-voting system provided by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). The remote e-voting period commenced on Monday, July 14, 2025, at 9:00 a.m. (IST) and concluded on Thursday, July 17, 2025, at 5:00 p.m. (IST). He further apprised the Members about the availability of e-voting system during the Meeting for those present at the Meeting and who had not cast their votes through remote e-voting.

With the permission of the Members, the Chairperson of the Board took the Notice of the meeting along with Annual Report for FY 2024-25 as read.

Thereafter, the Chairperson, in his address, underscored the Company's resilient response to regulatory challenges, outlining its transformative efforts to enhance compliance, advance financial inclusion, and reaffirm its dedication to serving underserved communities across India. He also shared insights on the macroeconomic landscape, the Company's performance, and its ongoing commitment to ESG initiatives.

The Chairperson then requested Mr. Nirmal Jain, the Managing Director of the Company to address the Members.

Mr. Nirmal Jain, Managing Director, in his address, reflected on the challenging yet transformative year for the Company, detailing its resilient response to regulatory and operational headwinds, strategic recovery initiatives, enhanced governance framework, and paid tribute to the outgoing Chairman, while reaffirming the Company's unwavering commitment to integrity, stakeholder trust, and inclusive growth.

The Chairperson apprised that the Joint Statutory Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

He further informed that since the Meeting was being held through VC and the resolutions mentioned in the Notice were already put to vote through e-voting, no proposing or seconding of resolutions was required.

He thereafter moved on to the agenda items as per the Notice dated June 19, 2025, as provided below:

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	To consider and adopt: (a) 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 Auditors thereon; and (b) The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2025, together with Auditors' report thereon.	Ordinary Resolution
2.	Re-appointment of Mr. T S Ramakrishnan (DIN: 09515616), who	Ordinary Resolution

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	retires by rotation and being eligible, offers himself for re-appointment	
3.	Retirement of Mr. Arun Kumar Purwar (DIN: 00026383), who is liable to retire by rotation	Ordinary Resolution
<b>Special Business</b>		
4.	Approval of remuneration paid to Mr. Nirmal Jain (DIN: 00010535), Managing Director of the Company, for the Financial Year 2024–25, in terms of Section 197 read with Schedule V of the Companies Act, 2013	Special Resolution
5.	Approval of re-appointment of Mr. R Venkataraman (DIN: 00011919) as Joint Managing Director of the Company, for a period of 5 years	Ordinary Resolution
6.	Approval of appointment of Mr. Bibhu Prasad Kanungo (DIN: 07820090) as a Non-Executive Independent Director of the Company	Special Resolution
7.	Approval of the appointment of M/s. Nilesh Shah & Associates as the Secretarial Auditor of the Company	Ordinary Resolution
8.	Approval of the issuance of Non-Convertible Securities on a private placement basis	Special Resolution
9.	Approve existing as well as new material related party transactions with IIFL Home Finance Limited	Ordinary Resolution
10.	Approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited	Ordinary Resolution
11.	Approve existing and all new material related party transactions with IIFL Facilities Services Limited	Ordinary Resolution
12.	Approve existing as well as all new material related party transactions with IIFL Management Services Limited	Ordinary Resolution
13.	Approve existing as well as all new material related party transactions with IIFL Capital Services Limited	Ordinary Resolution
14.	Approve existing as well as all new material related party transactions with 5paisa Capital Limited	Ordinary Resolution

The Company Secretary then invited Members who had registered themselves as speakers to ask questions or express their views. Out of 19 Members who had registered as speaker shareholder, 11 members participated and expressed their views and raised certain questions which were responded by Mr. Nirmal Jain with appropriate answers.

Further, Mr. Samrat Sanyal, Company Secretary instructed that the e-voting window shall remain open for another 15 minutes after the conclusion of this Meeting and requested the Members who have not already cast their vote through remote e-voting to vote through e-voting system within the said time.

The e-voting on the resolutions was conducted through remote e-voting and e-voting during the Meeting.

The Chairperson announced that the voting results for the resolutions would be declared not later than 2 working days of the conclusion of the Meeting and the Results/ Scrutinizer's report will be placed on the website of the Company and the same shall also be submitted to the Stock Exchanges in compliance with the provisions of the Act and Listing Regulations.

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The Chairperson authorized the Company Secretary to accept, acknowledge and counter sign the Scrutinizer's Report in connection with the Meeting and declare the results of the voting in accordance with the requirements prescribed under the applicable laws.

The Chairperson thanked all the Members for attending and participating at the Meeting and there being no other business, the Meeting was concluded.

The AGM commenced at 11:30 a.m. and concluded at 01:05 p.m.

**For IIFL Finance Limited**

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**Samrat Sanyal**  
**Company Secretary & Compliance Officer**  
**ACS: 13863**  
**Email Id: [csteam@iifl.com](mailto:csteam@iifl.com)**  
**Place: Mumbai**

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