



July 07, 2018

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636	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. NSE Symbol: IIFL
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Dear Sir / Madam,

Sub: Notice of 23rd Annual General Meeting.

This is with reference to our intimation to the exchange(s) dated July 06, 2018. The Company has dispatched the Notice of 23rd Annual General Meeting along with the Annual Report for the Financial Year ended March 31, 2018 on July 06, 2018 to the members of the Company.

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached herewith notice of the 23rd Annual General Meeting for your information and record.

Also find enclosed a copy of the clippings published in the newspapers on July 07, 2018, detailing the procedure with respect to the e-voting facility provided by the Company to all its Members to enable them, to cast their vote on all matters listed in the Notice convening the 23rd Annual General Meeting of the Company scheduled to be held on Tuesday, July 31, 2018 at 4.30 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018. The said clippings are also placed on the website of the Company www.iifl.com.

Kindly take the same on record and oblige.

Thanking You,
Yours faithfully,

For IIFL Holdings Limited

**Gajendra Thakur
Company Secretary
Membership No.: A19285
Place: Mumbai**



IIFL Holdings Limited

CIN : L74999MH1995PLC093797

**Corporate Office – IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: (91-22) 4249 9000 .Fax: (91-22) 40609049
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) 25806650. Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com**



IIFL HOLDINGS LIMITED

CIN : L74999MH1995PLC093797

Registered 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, email – shareholders@iifl.com website: www.iifl.com

Notice

Notice is hereby given that the Twenty Third Annual General Meeting of the members of IIFL Holdings Limited ('the Company') will be held on Tuesday, 31st day of July, 2018, at 4:30 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) The audited standalone financial statement(s) of the Company for the financial year ended March 31, 2018, 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, 2018, together with Auditors report thereon.
2. To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. R Venkataraman (DIN: 00011919), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."
3. To ratify / appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company, be and is hereby ratified for the Financial Year 2018-19 and their appointment be at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit;

RESOLVED FURTHER THAT pursuant to the notified section of Companies (Amendment) Act, 2017 the Company shall not be required to seek the approval of the shareholders for the ratification appointment of Statutory Auditors from the next Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company.

SPECIAL BUSINESS:

4. To approve an offer or invitation made by the Company to the investors to subscribe to Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 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) 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 SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to ₹ 2,000 crore (Rupees Two Thousand Crore only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilisation of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or its duly constituted committee be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Gajendra Thakur

Company Secretary

ACS - 19285

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

CIN:L74999MH1995PLC093797

Dated: May 08, 2018

Place: Mumbai

e-mail: shareholders@iifl.com

Telephone No. - 022-41035000

Notice (Contd.)

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty- eight hours (48 hours) before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. R Venkataraman (DIN:00011919) is liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Mr. R Venkataraman (DIN: 00011919) is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in the Corporate Governance report. Names of companies in which he hold directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Mr. R Venkataraman - Managing Director
Directorships in other Companies	1. India Infoline Finance Limited
	2. Samasta Microfinance Limited
	3. IIFL Home Finance Limited (Formerly known as India Infoline Housing Finance Limited)
	4. IIFL Wealth Management Limited

Committee position held in other Companies	Please refer to Corporate Governance report
Shareholding of Director in the Company	3.42% equity shares in the Company
Shares held on beneficial basis in the Company	NIL

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, (the Statement) relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, during business hours till the date of the Meeting.
8. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and the Share Transfer Book of the Company will remain closed from July 25 , 2018 to July 31, 2018 (both days inclusive).
9. Members are requested :
 - i. To bring their attendance slip along with their copy of Annual Report to the Meeting.
 - ii. To quote their folio nos./ ID nos. in all correspondence.
 - iii. To note that no gifts will be distributed at the AGM.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company, M/s. Link Intime India Private Limited ("Link Intime") at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime.
12. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and

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dealing in the shares of the Company in dematerialised form through NSDL or CDSL.

13. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
16. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The due date for transferring the unclaimed/ unpaid dividend pertaining to Interim Dividend declared in financial year 2010-2011. The Company had accordingly transferred Rs. 14,32,077/- being the unpaid and unclaimed dividend amount, pertaining to interim dividend declared in financial year 2010-11 to the IEPF. The Members, who have not encashed the dividend warrants up to the said period, are requested to claim the amount from the Ministry of Corporate Affairs, Mumbai.

Further, as per the provisions of section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the equity shares of the Company in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat account of IEPF. Accordingly, the Company has transferred 9405 equity shares to the IEPF.
17. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders to ascertain the status of the unclaimed amounts and overcome the problems due

to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends under "Investors Section" on the Website of the Company. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.

18. The Company has designated an exclusive e-mail ID called shareholders@iifl.com to redress shareholders' complaints/grievances. In case you have any queries/ complaints or grievances, then please write to us at shareholders@iifl.com.
19. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
20. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 is being sent through the permitted mode.
Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
21. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, Nehru Planetarium, Mumbai.
22. **Voting instructions**
Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('e-voting').
 - II. The facility for voting through Poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through 'Poll'.

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III. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- IV. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
- V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Tuesday, July 24, 2018. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Tuesday, July 24, 2018, only shall be entitled to avail the facility of e-voting/ Poll on Demand.
- VII. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the Poll on Demand and e-voting process in a fair and transparent manner.
- VIII. The Scrutiniser, after scrutinising the votes cast at the Meeting through Poll on Demand and through e-voting, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutiniser's report which shall be placed on the website of the Company www.iifl.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

- IX. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 31, 2018.

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

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

Commencement of e-voting: From 9:00 a.m. (IST) on July 26, 2018

End of e-voting: Up to 5:00 p.m. (IST) on July 30, 2018

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

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on "Shareholders".

- (iv) 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. Members holding shares in physical form should enter folio Number registered with the Company.

- (v) Next enter the image verification as displayed and click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user please follow the steps given below:

	For Members holding shares in demat form and physical form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Account Details OR Date of Birth (DOB)	Enter the dividend bank account details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (iv).

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for IIFL Holdings Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store/App Store for Android/Apple phones, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non – individual shareholders and custodians
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a "Compliance User" should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com.
- 23.** Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
- 24.** During the year 2017-18, the Company declared and paid an interim dividend of ₹ 5 per equity share (i.e. 250% of face value of ₹ 2 per equity share). The same shall be considered as final dividend.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

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

ITEM NO. 3

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on July 22, 2017 to hold office from the conclusion of 22nd AGM till the conclusion of 27th AGM of the Company. As per the provisions of Section 139(1) of the Act, their appointment for the above tenure was subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors for the financial year 2018-19 as per the proposal contained in the resolution set out at item no. 3 of the notice.

Further, as per the notified section of the Companies (Amendment Act), 2017, the requirement related to annual ratification of appointment of Auditors by members is omitted. Pursuant to the said amendment, the Company is not required to seek ratification of appointment of shareholders from the next Annual General meeting. Accordingly, the Statutory Auditors shall continue their term till the conclusion of 27th Annual General Meeting of the Company, without seeking ratification from members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 3 of the accompanying notice.

The Board recommends the Ordinary Resolution set out in item no. 3 of the notice for approval by the members.

ITEM NO. 4

As per Section 42 of the Act, read with the Rules framed thereunder, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the 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, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement.

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 Rules made there under, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 4, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

By Order of the Board of Directors

Gajendra Thakur

Company Secretary

ACS - 19285

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

CIN:L74999MH1995PLC093797

e-mail: shareholders@iifl.com

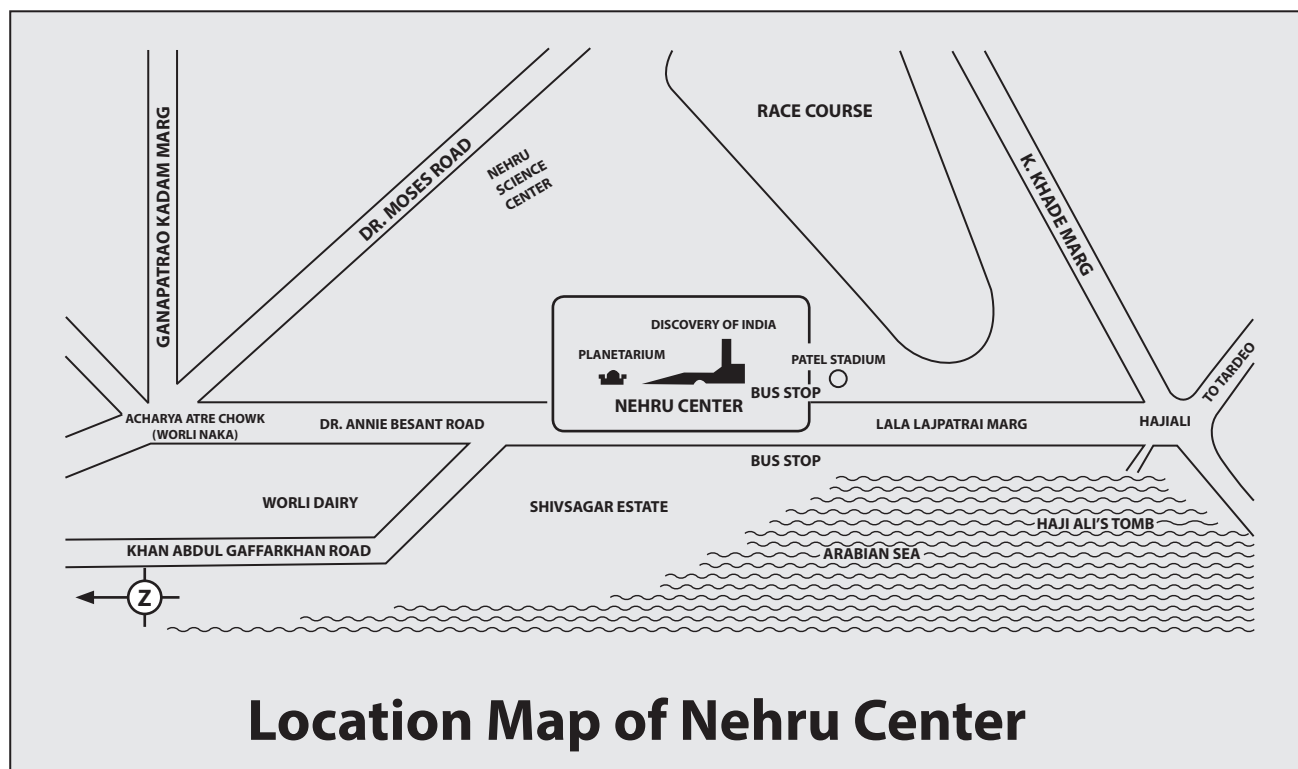
Telephone No. - 022-41035000

Dated: May 8, 2018

Place: Mumbai

VENUE MAP OF THE 23rd ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, JULY 31, 2018 AT 4.30 P.M.:

Venue address: Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai 400018



REGISTRATION / UPDATING OF EMAIL IDS AND BANK DETAILS

Members are requested to support the "Green Initiative" by registering their email address with the Company, if not already done. Those members who have changed their email address are requested to register their new email address with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain bank details of its Members for the purpose of payment of dividends etc. Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialised mode to enable expeditious credit of the dividend into their respective bank accounts electronically.

वार्षिक सर्वसाधारण सभा सूचना

येथे असे सूचित करण्यात येते की, आयआयएफएल होलिंग्स लिमिटेड ("द कंपनी") ची तेवीसाव्या वार्षिक सभा ("एजीएम") ही मंगळवार, ३१ जुलै २०१८ रोजी संध्याकाळी ४:३० वाजता हॉल ऑफ हार्मनी, नेहरू सेंटर, डॉ. अनी बेसन्ट रोड, वरळी मुंबई - ४०००१८ येथे घेण्यात येणार असून, या सभेदरम्यान कंपनीच्या व्यावसायिक वैशिष्ट्यांवर लक्ष केंद्रित करण्यात येणार आहे, ज्या बदल कंपनीच्या वार्षिक सभा सूचनेमध्ये माहिती देण्यात आलेली आहे. कंपनीचा २०१७-१८ या आर्थिक वर्ष कार्यकालाकरिताचा वार्षिक अहवाल हा वार्षिक सभा सूचनेसह आणि ई-मतदानाच्या प्रक्रियेसह पूर्ण करण्यात आलेला आहे.

वार्षिक अहवाल हा कंपनीच्या नोंदवहीमध्ये मिळालेल्या ई-मेल द्वारेक सभासदांना, इलेक्ट्रॉनिक माध्यमाने पाठविण्यात आलेला आहे. उदा. लिंक इनटाईम इंडिया प्रायव्हेट लिमिटेड कडून ज्या सभासदांचे ई-मेल नोंदणीकृत झालेले नाही त्यांना टपालाच्या साहाय्याने वार्षिक अहवाल पाठविण्यात आलेला आहे.

कंपनी कायदा, २०१३ ("द अ‍ॅक्ट") या विभाग ११ ला अनुसरून, व कंपनी (व्यवस्थापन व प्रशासन) नियम २०१४, आणि सेबी (लिस्टिंग ऑब्जेक्शन्स अ‍ॅन्ड डिस्कलोजर रिक्वायरमेंट) अनुसूची, २०१५ नुसार असे सूचित करण्यात येते की, सभासदांची नोंदवही आणि कंपनीची शेअर स्थलांतरण पुस्तिका ही बुधवार २५ जुलै, २०१८ ते ३१ जुलै, २०१८ मंगळवार पर्यंत (दोन्ही दिवस धरून) वार्षिक सभेकरिता बंद ठेवण्यात येणार आहे.

कायद्याच्या विभाग १०८ मधील अटी आणि कंपनी (व्यवस्थापन व प्रशासन) नियम २०१४ च्या नियम २०नुसार आणि सेबी २०१५ च्या (लिस्टिंग ऑब्जेक्शन्स अ‍ॅन्ड डिस्कलोजर रिक्वायरमेंट) अनुसूची ४४नुसार कंपनी सभासदांना आपले मत हे इलेक्ट्रॉनिक पद्धतीने तेवीसाव्या आम सभेच्या सूचनेत दिलेल्या व्यावसायिक पद्धतीने करता येण्याची मुभा दिलेली आहे, ज्या करिता (रिमोट ई-मतदान) हे सेंट्रल डिपॉझिटरी सर्विसेस लिमिटेड ("सीडीएसएल") च्या ई-वोटिंग पद्धतीने करता येणार आहे. कायद्याला अनुसरून तपशीलवार माहिती खालील प्रमाणे:

- भौतिक किंवा शेअरच्या कार्डाच्या रूपात शेअर्स असलेल्या सभासदांची कट ऑफ तारीख ही मंगळवार २४, जुलै, २०१८ पात्र आहेत असे, या पुर्वी त्यांनी रिमोट ई-मतदान किंवा आमसभेतील मतदान या कोणत्याही माध्यमाने, किंवा कंपनी द्वारे दिल्या गेलेल्या व्यावसायिक सूचनेच्या माध्यमाने करावे;
- रिमोट ई-मतदान, हे गुरुवार, २६ जुलै, २०१८ रोजी सकाळी ९:०० वाजल्यापासून घेण्यात येईल;
- रिमोट ई-मतदान हे सोमवार, ३० जुलै, २०१८ रोजी संध्याकाळी ५.०० वाजता संपेल;
- दूरस्थ ई-मतदान मोकळ्या हे त्यानंतर आणि सदस्याद्वारे मतदानाचा अधिकार वजावला गेल्यानंतर असमर्थ केले जाईल, त्या सदस्याला मत बदलण्याची किंवा परत मतदान करण्याची परवानगी दिली जाणार नाही.
- सभासदांना रिमोट ई-मतदानाच्या माध्यमातून मतदान केल्यानंतर सुद्धा सभेमध्ये सहभागी होता येईल पण मग सभेच्या वेळेला त्यांना मतदान करता येणार नाही,
- दूरस्थ ई-मतदाना मार्फत मतदान न केलेल्या पण वार्षिक सर्वसाधारण बैठकीस उपस्थित असणाऱ्या सदस्यांना मतपत्रिका / मतदान पत्रक दिले जाईल ज्यामुळे त्यांना उपस्थितीच्या वेळेला मतदान करता येऊ शकेल.
- डिपॉझिटरीच्या कट ऑफ तारखे नुसार म्हणजेच मंगळवार, २४ जुलै, २०१८ पर्यंत ज्या सदस्यांची नावे सदस्य पुस्तिकेमध्ये किंवा लाभदायी मालकांच्या नोंद पुस्तिके मध्ये नोंदविली गेली आहे त्यांनाच, दूरस्थ ई-मतदानाचा आणि सर्वसाधारण बैठकीमध्ये मतदान करण्याचा अधिकार दिला जाईल;
- समजा आमसभेची सूचना पाठविल्यानंतर एखादी व्यक्ती सभासद झाली असेल, पण कट ऑफ तारखेच्या पुर्वी सभासद झाली असेल, म्हणजेच मंगळवार २४ जुलै, २०१८ पुर्वी, तर अशा सदस्यांना लॉगिन आयडी आणि पासवर्ड पाठविला जाईल आणि helpdesk.evoting@cdslindia.com. येथे मतदान करू देण्याची विनंती पाठविला येईल पण सभासद आगोदरच सीडीएसएल सह ई-मतदानाकरिता नोंदणीकृत असेल तर त्याचा तोच आयडी आणि पासवर्ड पाठवून त्याला मतदान करता येऊ शकेल;
- सभेची सूचना ही कंपनीच्या संकेतस्थळावर उदा. www.iifl.com आणि सीडीएसएलच्या संकेतस्थळावर www.evotingindia.com उपलब्ध आहे.

कोणतेही प्रश्न असल्यास सदस्यांनी सदस्यांकरता असलेले वारंवार विचारले जाणारे प्रश्न (एफएक्यू) आणि सदस्यांकरता असलेले ई-मतदानाचे मॅन्युअल सीडीएसएलच्या संकेतस्थळावर म्हणजेच www.evotingindia.com येथे हेल्प विभागात व्हावे किंवा helpdesk.evoting@cdslindia.com येथे मेल करावे किंवा टोल फ्री क्रमांक १८०० २२ ५५३३ वर संपर्क साधावा किंवा सहाय्यक व्यवस्थापक श्री. महबूब लाखानी, सेंट्रल डिपॉझिटरी सर्विसेस लिमिटेड ("सीडीएसएल") मॅरेथॉन क्युबरेक्स, ए-विंग, २५ वा मजला, एन.एम. जोशी मार्ग, लोअर परळ, मुंबई येथे ४०००१३ यांच्याशी संपर्क साधावा.

आयआयएफएल होलिंग्स लिमिटेडकरिता

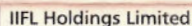
रवाशरीकर्ता

नरेंद्र ठाकुर

कंपनी सचिव

स्थळ: मुंबई
तारीख: जुलै ०६, २०१८





CIN : L74999MH1995PLC093797

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,
MIDC, Thane Industrial Area, Wagle Estate, Thane - 400604
Tel: (91-22) 4103 5000 • Fax: (91-22) 2580 6654
E-mail: shareholders@iifl.com • Website: www.iifl.com

Notice is hereby given that the Twenty Third Annual General Meeting ('AGM') of IIFL Holdings Limited (the "Company") will be held on Tuesday, July 31, 2018 at 04.30 P.M., at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 to transact the business specified in the Notice convening the AGM of the Company. The dispatch of the Annual Report of the Company for the financial year 2017-18 along with the AGM Notice and E-voting procedure to the Members of the Company is completed.

The Annual Report has been sent electronically to those members, whose email addresses were available with the Company's Registrar and Transfer Agent i.e. Link Intime India Private Limited. For the members, who have not registered their email addresses the Annual Report has been sent to their registered postal address by the permitted mode.

Notice is also hereby given, pursuant to section 91 of the Companies Act, 2013 (the 'Act') read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and share Transfer Books of the Company will remain closed from Wednesday, July 25, 2018 to Tuesday, July 31, 2018 (both days inclusive) for the purpose of ensuing Annual General Meeting.

In terms of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the Twenty Third AGM of the Company (remote e-voting) through e-voting services of Central Depository Services Limited (CDSL). The details pursuant to the Act are as under:

- a) Members holding shares either in physical form or in dematerialization form, as on the Cut-Off Date i.e. Tuesday, July 24, 2018 are eligible to exercise their rights to vote by remote e-voting or voting to be held at AGM on any or all of the businesses specified in the Notice convening the AGM of the Company;
- b) The remote e-voting will commence on Thursday, July 26, 2018 at 9.00 A.M.(IST);
- c) The remote e-voting will end on Monday, July 30, 2018 at 5.00 P.M.(IST);
- d) The remote e-voting module shall be disabled for voting thereafter and once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again;
- e) The Members can participate in the AGM even after exercising their right to vote through remote e-voting but shall not vote again in the AGM;
- f) The Members who remain present at the Annual General Meeting and have not cast their vote through remote e-voting, will be provided with the ballot / poll paper to cast their vote physically.
- g) Only a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, July 24, 2018, shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting;
- h) In case a person becomes the Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date i.e. Tuesday, July 24, 2018, such Member may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote;
- i) The Notice of the AGM is available on the Company's website i.e. www.iifl.com and also on the CDSL's website i.e. www.evotingindia.com;

In the case of queries, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manuals for Members at the HELP Section at CDSL's website www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or call on toll free no.: 1800 22 5533 or contact Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services Limited ('CDSL') at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013.

Place: Mumbai
Date: July 6, 2018

For IIFL Holdings Limited
Sd/-
Gajendra Thakur
Company Secretary

Plot No: G

Date : 06-07-2018

Email: mo



Reqd. Office: "ESV

Email : j

NOTICE OF 57th ANNUAL MEETING
INFORMATION

Notice is hereby given that

1. the 57th Annual General Meeting of Woodlands Hotel Pvt. Ltd., New Business, as set out in the Notice;
2. The Annual Report containing the same has been couriered to all the members of the Company's Website: www.hotelwoodlands.com
3. Members holding shares either electronically on the Depository Services (India) Ltd. are informed that
 - (a) the Ordinary Business as set out in the Notice;
 - (b) the remote e-Voting will be held on 28.08.2018 at 5.00 P.M.
 - (c) the cut-off date for determining the eligibility of members to vote;
 - (d) any person who acquires shares after the AGM and holding shares in the Notice to Shareholders will require a User ID and password. How to use the Password can be used for the same;
 - (e) members may note that
 - (i) the remote e-Voting facility will be available for voting on a resolution;
 - (ii) the facility for voting by remote e-Voting will be available for voting by remote e-Voting;
 - (iii) a person whose name is not in the depositories as per the AGM through the Depository Services (India) Ltd.
 - (f) In case of any queries regarding the e-voting manual, please contact the helpdesk.evoting@hotelwoodlands.com or call 022-2610 2255/33 or visit the A Wing, 25th Floor, Marol Bhayander East, Mumbai No.1800 225 533 where the same will remain closed from Monday to Friday, 11.00 AM to 05.00 PM.
4. Pursuant to Section 91 of the Companies Act, 2013, the will remain closed from Monday to Friday, 11.00 AM to 05.00 PM.

Place : Chennai
Date : 05.07.2018

