

IIFL WEALTH MANAGEMENT LIMITED

CIN: L74140MH2008PLC177884

Regd. Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013**Tel:** (+91-22) 4876- 5600, **Fax:** (+91-22) 4646-4706,**E-mail:** secretarial@iiflw.com, **Website:** www.iiflwealth.com**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of IIFL Wealth Management Limited (the "Company") will be held on Tuesday, September 14, 2021, at 3.00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Nirmal Jain (DIN: 00010535), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Venkataraman Rajamani (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:**4. ISSUE OF 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 (i) the provisions of Section 23, 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed thereunder including 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); (ii) the provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended and applicable from time to time; (iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended and applicable from time to time; (v) and all other applicable acts, regulations, rules, guidelines, circulars, directions, notifications and clarifications as may be issued, amended and applicable from time to time, and subject to such other consent(s), permission(s), sanction(s), as may be required from time to time, 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 term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this Resolution and as may be authorized by the Board from time to time in this regard), to create, offer or invite subscriptions for and to issue and allot such number of secured / unsecured redeemable non-convertible debentures, in one or more series/ tranches, aggregating up to Rs. 250 crore (Rupees Two Hundred and Fifty Crore only) within the overall borrowing limits of the Company, during a period of 1 (one) year commencing from the date of passing of this Special Resolution, on private placement basis, to such persons and on such terms and conditions as the Board 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, utilization of the issue proceeds and all matters connected therewith or incidental thereto and to select, appoint and finalize the remuneration of various agencies, including but not limited to credit rating agencies, trustee, legal counsels, arrangers and any other agency(ies) associated with the issue of secured / unsecured redeemable non-convertible debentures.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**By Order of the Board of Directors
For IIFL Wealth Management Limited**

**Amit Bhandari
Company Secretary & Compliance Officer
ACS – 25871**

Registered Office:
IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (91-22) 4876 5600

Date: May 18, 2021
Place: Mumbai

IMPORTANT NOTES:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') during the calendar year 2021, without the physical presence of Members.

This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Listing Regulations; the provisions of General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 14/2020 dated 8th April 2020; General Circular No.17/2020 dated 13th April 2020 and General circular No. 02/2021 dated 13th January 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by SEBI ('MCA and SEBI Circulars').

2. A statement pursuant to Section 102 of The Companies Act, 2013 ("Act") ("**Explanatory Statement**") relating to the special business(es) to be transacted at the Meeting, is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings ("SS-2"), in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as **Annexure A** to the Notice.
3. 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.

For this purpose, necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during AGM. The instructions for the process to be followed for remote e-voting and e-voting during AGM part of this Notice.

4. Pursuant to Section 113 of the Act, representatives of corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

Corporate members intending to attend the Meeting through their authorised representatives are requested to send a certified true copy of the board resolution and power of attorney (PDF/JPG Format) if any, authorizing their representative to attend and vote on their behalf at the Meeting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email ID address to nilesh@ngshah.com with a copy marked

to rnt.helpdesk@linkintime.co.in and secretarial@iiflw.com.

5. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to aforesaid MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2020-21 will also be available on website of the Company, i.e. www.iiflwealth.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 the CDSL at www.evotingindia.com.
Notice and Annual report being sent to those shareholders who holds shares as on the cut-off date i.e. Friday, August 13, 2021.
7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
Relevant documents referred to in the accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at secretarial@iiflw.com.
8. Notice is also given under Section 91 of the Act read with Regulation 42 of Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Friday, September 10, 2021 to Tuesday, September 14, 2021 (both days inclusive).
9. Process for registration of email id for obtaining Annual Report and User ID/password for e-voting and updation of bank account mandates are annexed to this Notice.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited ("**Link Intime**") in case the shares are held by them in physical form.

The Company has designated an exclusive email id i.e. secretarial@iiflw.com to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at secretarial@iiflw.com.

Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company Secretary at secretarial@iiflw.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

11. Additional information of Directors seeking appointment/re-appointment at the Meeting, as required under Regulation 26(4) and 36(3) of the Listing Regulation and "Secretarial Standard 2 on General Meetings" issued by Institute of Company Secretaries of India, is annexed to the notice.
12. 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 Listing Regulations, 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').
16. In terms of the provisions of Section 152 of the Act, Mr. Nirmal Jain and Mr. Venkataraman Rajamani, Directors are liable to retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company re-commend their respective re-appointments.
17. The audited accounts of the Company and its subsidiary companies are available on the Company's website, www.iiflwealth.com.

18. Voting instructions

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

- I. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
- II. 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, September 7, 2021. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- III. 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, September 7, 2021, only shall

be entitled to avail the facility of e-voting/ Insta Poll.

19. Voting Results

- I. The Board of Directors of the Company have appointed CS Mr. Nilesh Shah or failing him CS Ms. Hetal Shah of Nilesh Shah & 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.

The Scrutinizer, after scrutinizing 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 scrutinizer's report which shall be placed on the website of the Company at www.iiflwealth.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, September 14, 2021.

20. 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 Thursday, September 9, 2021

End of e-voting: Up to 5:00 p.m. (IST) on Monday, September 13, 2021

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

- (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (iv) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders 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 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 e-voting service provider i.e. CDSL/ NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a eVoting 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 eVoting 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 | <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 eVoting 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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 eVoting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|--|--|
| 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 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 022- 23058738 and 22-23058542-43. |
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30. |

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

- (v) Click on the tab "Shareholders" module.
- (vi) Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,

Members holding shares in physical form should enter Folio Number registered with the Company.

Or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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

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.

- (viii) 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 de-mat shareholders as well as physical shareholder). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the Attendance Slip indicated in the PAN field or if the same is not updated, member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in . |
| 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 (v). |

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 shall 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 Electronic Voting Sequence Number ("EVSNS") for IIFL Wealth Management 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) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from respective play stores. 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.

Alternatively, non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer or Company or Registrar and Transfer Agent at the email address viz nilesh@ngshah.com or secretarial@iiflw.com or rnt.helpdesk@linkintime.co.in and if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542/43).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, 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 on 022-23058542/43.

(xx) Instructions for Members for e-voting during the Meeting are as under:

- The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
- Only those Members, who are present in the Meeting through VC/OAVM facility and have not cast 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 Meeting.

- iii. If any Votes are cast by the Members through the e-voting available during the Meeting 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.
21. In case of joint holders, 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 Meeting.
 22. Share transfer documents and all correspondence relating thereto, should be addressed to the Link Intime at C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
 23. The Company, consequent upon introduction of the Depository System ("DS"), entered into agreements with National Securities Depository Limited ("NSDL") and CDSL. The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.
 24. 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 elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
 25. 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 DP and holdings should be verified.
 26. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
 27. MCA on May 10, 2012 notified the Investor Education and Protection Fund (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 Members 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.
 28. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
 29. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ Link Intime for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.
 30. As per the provisions of section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's RTA or can download the form from the Company's website, viz., <https://iiflwealth.com/Investor-Relations>. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
 31. During the year 2020-21, the Company declared and paid two interim dividend(s) of Rs. 40/- and Rs. 30/- per equity share having face value of Rs. 2 each.
 32. In accordance with the SS-2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/Guidance on applicability of SS- 1 and SS-2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM will be deemed, to be conducted at the Registered Office of the Company at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**
1. Members will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL

e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/Members login where the EVSN of the Company will be displayed.

2. The Members can join the Meeting through 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 Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis.

However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer etc. are not restricted on first come first served basis.

3. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. 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.

Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@iiflw.com up to Friday, September 10, 2021 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.

The Members who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.

Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cDSLindia.com or call on 022-23058542/43.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

The following statement sets out all material facts relating to the businesses mentioned under item no. 4 of the accompanying Notice:

ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

As per Section 42 of the Act, read with the rules framed there under, 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 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, issuable/ redeemable at par.

The approval of the Members is being sought by way of a Special Resolution *inter-alia* under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for and accordingly issue and allot 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
For IIFL Wealth Management Limited**

Amit Bhandari
Company Secretary & Compliance Officer
ACS – 25871

Registered Office:
IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (91-22) 4876 5600

Date : May 18, 2021
Place: Mumbai

ANNEXURE 'A' TO THE NOTICE

DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

| Name | Mr. Nirmal Jain | Mr. Venkataraman Rajamani |
|---|--|--|
| Date of Birth/ Age | December 11, 1966 (54 years) | July 27, 1967 (53 years) |
| Date of first Appointment on the Board | January 22, 2020 | January 21, 2008 |
| Shareholding in the Company (as on March 31, 2021) | 62,28,856 | 13,49,204 |
| Brief Profile / Resume | <p>Mr. Nirmal Jain is a Promoter and Non-Executive Director on the Board. He holds a PGDM (Post Graduate Diploma in Management) from the Indian Institute of Management (IIM), Ahmedabad and is also a rank holder Chartered Accountant and a Cost Accountant. He started his career in 1989 with Hindustan Unilever Limited. He founded IIFL Group in 1995 when it started as an independent equity research company in India. Over the last 26 years, he has led the Group's expansion, while remaining focused on financial services. The Group, through its four listed entities, has a leading presence in India's wealth & asset management, consumer lending, securities trading & discount broking space. With an impeccable track record of governance and growth, the Group has attracted marquee investors and won accolades internationally.</p> | <p>Mr. Venkataraman Rajamani is a Promoter and Non-Executive Director on the Board. He holds a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Bachelors in Electronics and Electrical Communications Engineering from IIT Kharagpur. He joined the Company's Board in 1999. He has been contributing immensely in the establishment of various businesses and spearheading key initiatives of the Group over the past 22 years. He has previously held senior managerial positions at ICICI Limited, including ICICI Securities Limited, and their investment banking joint venture with J P Morgan of US and Barclays – BZW. He has also worked as an Assistant Vice President with GE Capital Services India Limited in their private equity division. He has a varied experience of more than 30 years in the financial services sector.</p> |
| Board Meetings attended during FY 2020-21 | 6 | 7 |
| Experience and expertise in specific functional areas | Investment Banking, Equity Research, Strategic Management, Accounting and Finance | Investment Banking, Equity Research, Strategic Management, Accounting and Finance etc. |
| Qualification(s) | Bachelor's degree in commerce from the University of Mumbai and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad, and he is a qualified chartered accountant. He is also a qualified cost accountant and obtained the all India second rank in an examination conducted by the Institute of Cost Accountants of India in 1987. | Bachelor's degree in electronics and electrical communications engineering from the Indian Institute of Technology, Kharagpur and a Post Graduate Diploma in management from the Indian Institute of Management, Bangalore |
| Terms and Conditions of Appointment or re-appointment | NA | NA |
| Last Drawn Remuneration (including sitting fees and commission) | Nil | Nil |
| Relationship with other Directors and KMP | Not related to any Director / Key Managerial Personnel | Not related to any Director / key Managerial Personnel |

| Name | Mr. Nirmal Jain | Mr. Venkataraman Rajamani |
|---------------------------------|--|--|
| Directorship in other Companies | 1. IIFL Home Finance Limited 2. MNJ Consultants Private Limited 3. Pratham Education Foundation 4. IIFL Finance Limited | 1. IIFL Finance Limited 2. IIFL Home Finance Limited 3. IIFL Management Services Limited 4. IIFL Securities Limited 5. IIFL Asset Management Limited 6. Orpheus Trading Private Limited |

| Chairman/Member in the Committees of the other Boards of companies* | Name of the Company | Name of the Committee / Member or Chairman | Name of the Company | Name of the Committee / Member or Chairman |
|---|---------------------|--|--------------------------------|---|
| | | | Nil | IIFL Home Finance Limited (Formerly India Infoline Housing Finance Limited) |
| | | | IIFL Wealth Management Limited | Stakeholders Relationship Committee – Chairperson |
| | | | IIFL Finance Limited | Stakeholders Relationship Committee – Member |

*Pursuant to regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

For ease of participation by Members, below are the key details regarding the AGM for reference:

| Sr. No | Particulars | Details of access |
|--------|---|--|
| 1 | Link for live webcast of the AGM and for participation through VC/OAVM | www.evotingindia.com |
| 2 | Email ID for posting queries of AGM and speaker registration and period of registration | secretarial@iiflw.com |
| 3 | Link for remote e-voting | www.evotingindia.com |
| 4 | Username and password for VC | Members may attend the AGM through VC by accessing the link www.evotingindia.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice. |
| 5 | Helpline number for VC participation and e-voting | Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 2305 8738 or 022 2305 8542-43 |
| 6 | Cut-off date for dispatch of Notice and Annual Report | Friday, August 13, 2021 |
| 7 | Cut-off date for e-voting | Tuesday, September 7, 2021 |
| 8 | Time period for remote e-voting | Commences on Thursday, September 9, 2021 (9.00 a.m. IST) and ends on Monday, September 13, 2021 (5.00 p.m. IST) |
| 9 | Registrar and Transfer Agent - Contact details | Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 E-mail: rnt.helpdesk@linkintime.co.in |
| 10 | IIFL Wealth Management Limited – Contact details | IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 Tel: (+91-22) 4876-5600, Fax: (+91-22) 4646-4706. E-mail: secretarial@iiflw.com |