



IIFL WEALTH & ASSET MANAGEMENT

IIFL WEALTH MANAGEMENT LIMITED

CIN: L74140MH2008PLC177884

Regd. Office : IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

Tel: (+91-22) 4876 - 5600, **Fax:** (+91-22) 4646 - 4706,

E-mail: secretarial@iiflw.com **Website:** www.iiflwealth.com

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting ("**AGM**") of the Members of IIFL Wealth Management Limited (the "**Company**") will be held on Friday, September 30, 2022 at 4:00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2022, together with the Board's and Auditors' Reports thereon and, in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2022, together with the Board's and the Auditors' Reports thereon, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Sandeep Naik (DIN: 02057989), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, Mr. Sandeep Naik (DIN: 02057989) who retires by rotation and, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a director in place of Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation and, being eligible, offers himself for re-appointment and, in this regard, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, Mr. Shantanu Rastogi (DIN: 06732021) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the Company**

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

"RESOLVED THAT pursuant to the extant applicable provisions of:

1. Section 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Companies Act, 2013**");
2. Memorandum of Association and Articles of Association of the Company;
3. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, read with all circulars and notifications issued thereunder ("**SBEB Regulations**");
4. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with all circulars and notifications issued thereunder ("**LODR Regulations**");
5. Foreign Exchange Management Act, 1999, as amended from time to time, read with rules and regulations framed and circulars and notifications issued thereunder ("**FEMA**");
6. circulars / guidelines / notifications / frequently asked questions issued thereunder, as amended from time to time by Ministry of Corporate Affairs ("**MCA**") and Securities and Exchange Board of India ("**SEBI**") and
7. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time;

and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions

/ bodies including but not limited to the stock exchanges, SEBI and/or the Reserve Bank of India and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **"Board"**, which term shall deem to include the Nomination and Remuneration Committee constituted by the Board of Directors under Regulation 19 of LODR Regulations, or any other committee authorized by the Board from time to time to exercise the powers conferred on the Board vide this resolution and / or such other persons who may be authorized in this regard by the Board or the Nomination and Remuneration Committee), the consent of the shareholders be and is hereby accorded to adopt, introduce, implement and administer **"IIFL Wealth Employee Stock Option Scheme 2022"** (**"IIFLW ESOS 2022"** or **"Scheme"**), the salient features of which are furnished in the Explanatory Statement to this Notice and shall be deemed to be incorporated herein and to create, grant, offer, issue and allot, directly, at any time, to the present and / or future employees exclusively working with the Company, in India or abroad and / or directors (whether a whole time director or not and including a non-executive director) as permitted under the applicable laws but excluding:

- (a) independent director,
- (b) director or employee who is a promoter or a person belonging to the promoter group,
- (c) director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company, and
- (d) such other person(s) who may be restricted from receiving the grant of employee stock options under applicable laws from time to time, (hereinafter referred to as **"Employees"**);

under IIFLW ESOS 2022, upto 4,40,000 (four lakh forty thousand) equity shares of the Company of face value of Rs. 2/- only (Rupees Two Only), each fully paid-up, which shall rank pari-passu in all respect with then existing equity shares of the Company, as employee stock options (**"Options"**) convertible into an equal number of equity shares of the Company, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the extant applicable laws and the Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split / consolidation of shares, change in capital structure, merger / demerger, the outstanding Options, granted or Options to be granted, under the Scheme shall be suitably adjusted for such number of

Options / equity shares and / or the exercise price, as may be required and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under the SBEB Regulations and other applicable laws, so as to ensure passing of fair and equitable benefits under the Scheme.

RESOLVED FURTHER THAT subject to the terms as approved by the shareholders, the Board be and is hereby authorised to implement, formulate, effect, modify, change, vary, alter, amend, suspend, withdraw or terminate the Scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and the Scheme.

RESOLVED FURTHER THAT for the purpose of implementation and administration of the Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to submit, seek and obtain approvals including in-principle & listing approvals of the Scheme and the equity shares as may be allotted thereunder from time to time from the stock exchanges, to appoint one or more third party advisors / agencies as may be required, to generally take all such steps and to do all such incidental or ancillary acts, deeds, matters and things including but not limited to framing rules / policies / procedures relating to taxation matters arising out of grant / exercise of Options, to negotiate, execute, sign and deliver all such deeds, documents, instruments, letters and writings as it may in its absolute discretion deem necessary or desirable including any amendments and alterations thereto and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company."

5. Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the associate company, subsidiary company or holding company of the Company

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

"RESOLVED THAT pursuant to the extant applicable provisions of:

1. Section 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**"Companies Act, 2013"**);
2. Memorandum of Association and Articles of Association of the Company;



3. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, read with all circulars and notifications issued thereunder ("**SBEB Regulations**");
4. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with all circulars and notifications issued thereunder ("**LODR Regulations**");
5. Foreign Exchange Management Act, 1999, as amended from time to time, read with rules and regulations framed and circulars and notifications issued thereunder ("**FEMA**");
6. circulars / guidelines / notifications / frequently asked questions issued thereunder, as amended from time to time by Ministry of Corporate Affairs ("**MCA**") and Securities and Exchange Board of India ("**SEBI**") and
7. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time;

and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the stock exchanges, SEBI and/or the Reserve Bank of India and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**", which term shall deem to include the Nomination and Remuneration Committee constituted by the Board of Directors under Regulation 19 of LODR Regulations, or any other committee authorized vide the Board from time to time to exercise the powers conferred on the Board by this resolution and / or such other persons who may be authorized in this regard by the Board or the Nomination and Remuneration Committee), the consent of the shareholders be and is hereby accorded to adopt, introduce, implement and administer "**IIFL Wealth Employee Stock Option Scheme 2022**" ("**IIFLW ESOS 2022**" or "**Scheme**"), the salient features of which are furnished in the Explanatory Statement to this Notice and shall be deemed to be incorporated herein and to create, grant, offer, issue and allot, directly, at any time, to the present and / or future employees exclusively working with any present or future associate company, subsidiary company or holding company of the Company, in India or abroad and / or their directors (whether a whole time director or not and including a non-executive director) as permitted under applicable laws but excluding:

- (a) independent director,
- (b) director or employee who is a promoter or a person belonging to the promoter group,
- (c) director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company, and
- (d) such other person(s) who may be restricted from receiving the grant of employee stock options under applicable laws from time to time, (hereinafter referred to as "**Employees**");

under IIFLW ESOS 2022, upto 4,40,000 (four lakh forty thousand) equity shares of the Company of face value of Rs. 2/- only (Rupees Two Only), each fully paid-up, which shall rank pari-passu in all respect with then existing equity shares of the Company, as employee stock options ("**Options**") convertible into an equal number of equity shares of the Company, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the extant applicable laws and the Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split / consolidation of shares, change in capital structure, merger / demerger, the outstanding Options, granted or Options to be granted, under the Scheme shall be suitably adjusted for such number of Options / equity shares and / or the exercise price, as may be required and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under the SBEB Regulations and other applicable laws, so as to ensure passing of fair and equitable benefits under the Scheme.

RESOLVED FURTHER THAT subject to the terms as approved by the shareholders, the Board be and is hereby authorised to implement, formulate, effect, modify, change, vary, alter, amend, suspend, withdraw or terminate the Scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and the Scheme.

RESOLVED FURTHER THAT for the purpose of implementation and administration of the Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to submit, seek and obtain approvals including in-principle & listing approvals of the Scheme and the equity shares as may be allotted thereunder from time to time from the stock exchanges, to appoint one or more third party advisors / agencies as may be required, to generally take all such steps and to do all such incidental or ancillary acts, deeds, matters and things including but not limited to framing rules / policies /

procedures relating to taxation matters arising out of grant / exercise of Options, to negotiate, execute, sign and deliver all such deeds, documents, instruments, letters and writings as it may in its absolute discretion deem necessary or desirable including any amendments and alterations thereto and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company.

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

Rohit Bhasse
Company Secretary
ACS – 21409

Registered Office:

IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (+91-22) 4876 - 5600,
Fax: (+91-22) 4646 - 4706,
E-mail: Secretarial@iiflw.com
Website: www.iiflwealth.com

Date: September 7, 2022

Place: Mumbai

IMPORTANT NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") vide its General Circular No. 2/2022 dated May 5, 2022 and all the other applicable circulars issued in this regard ("**MCA Circulars**") has allowed companies to conduct annual general meetings through Video Conference ("**VC**") / Other Audio-Visual Means ("**OAVM**"), without the physical presence of Members at a common venue. Further, Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and all the other applicable circulars issued in this regard ("**SEBI Circulars**" and collectively with MCA Circulars "**MCA and SEBI Circulars**"), has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations, 2015**") due to COVID-19 pandemic. Accordingly, the 15th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules framed thereunder and applicable provisions of the SEBI Listing Regulations, 2015 and MCA and SEBI Circulars.

Members of the Company are encouraged to attend and vote at the AGM through VC/OAVM. Members are requested to refer "**Annexure A**" containing key details regarding the AGM for ease of participation.

2. A statement pursuant to Section 102 of the Act ("**Explanatory Statement**") read with SEBI Listing Regulations, 2015, setting out material facts relating to the special business(es) to be transacted at the AGM, under Agenda Item Nos. 4 to 5 is annexed hereto and forms part of this Notice. The Board of Directors have considered the aforesaid Agenda Item Nos. 4 to 5, as unavoidable in terms of MCA and SEBI Circulars and decided to include the same in the Notice of 15th AGM of the Company.
3. The business(es) set out in the Notice will be transacted through electronic voting system and the Company is providing facility of voting by electronic means ("**e-voting**"). For this purpose, necessary arrangements have been made by the Company with Central Depository Services (India) Limited ("**CDSL**") to facilitate electronic voting from a place other than the venue of the AGM viz. remote e-voting and e-voting during AGM in compliance with Section 108 of the Act read with applicable rules, Regulation 44 of SEBI Listing Regulations, 2015 and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. In terms of provisions of Section 107 of the Act, the resolutions as set out in the Notice are being proposed to be carried through e-voting, and therefore the said resolutions will not be decided on a show of hands at the AGM.
4. Pursuant to Section 113 of the Act, the corporate members may appoint representatives for the purpose of voting through remote e-voting or for participation and e-voting in the AGM.

Corporate members intending to attend the AGM through their 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. The said resolution / authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail 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 AGM 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. PURSUANT TO THE AFORESAID MCA AND SEBI CIRCULARS AND OTHER APPLICABLE LAWS, SINCE THE AGM WILL BE HELD THROUGH VC/OAVM AND THE PHYSICAL ATTENDANCE OF MEMBERS IN ANY CASE IS DISPENSED WITH, THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ATTACHED TO THIS NOTICE AND 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, MUMBAI - 400013.**



6. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for financial year 2021-22 will also be available on website of the Company viz. 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 CDSL at www.evotingindia.com. The physical copies of the Notice of AGM and Annual Report for financial year 2021-22 shall be sent to those members who request for the same.

Notice and Annual report are sent to those shareholders who hold shares as on the cut-off date i.e. Friday, September 2, 2022. In case a person has become a Member of the Company after the aforementioned cut-off date but on or before the cut-off date for e-voting, he/she may cast vote using remote e-voting or e-voting during the AGM in accordance with the 'Instructions for remote e-voting, joining AGM through VC/OAVM and e-voting during the AGM' section which forms part of this Notice and may contact the Company at secretarial@iiflw.com in case of any queries.

We encourage Members to support our commitment to environmental protection by choosing to receive the Company communication through e-mail. Accordingly, members are requested to register / update their e-mail ids in the following manner:

- a) Members holding shares in dematerialized form, who have not registered/updated their e-mail addresses are requested to register / update their e-mail addresses with their respective Depository Participants ("**DPs**"); and
 - b) Members holding shares in physical form are requested to register / update their e-mail addresses with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ("**RTA**") by writing an e-mail at rnt.helpdesk@linkintime.co.in.
7. Only the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Relevant documents referred to in this Notice and Explanatory Statement, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the employee stock options schemes of the Company are implemented in accordance with the applicable laws, shall be available for inspection without any fee by the members of the Company, on all working days between 3:00 p.m. (IST) to 5:00 p.m.

(IST) at the registered office of the Company, from the date of circulation of the Notice upto the date of the AGM i.e. Friday, September 30, 2022 (including during the AGM). The said documents would also be available for inspection through electronic mode on all working days. Members seeking to inspect the same can send an e-mail to the Company at Secretarial@iiflw.com.

9. Notice is also given under Section 91 of the Act read with Regulation 42 of SEBI Listing Regulations, 2015, that the Register of Members and the Share Transfer Book of the Company will remain closed from Monday, September 26, 2022 to Friday, September 30, 2022 (both days inclusive).
10. Members are requested to intimate changes, if any, in their name, postal address, e-mail address, telephone / mobile numbers, bank account details, Permanent Account Number ("**PAN**"), nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC and nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by April 1, 2023, shall be frozen. The concerned shareholders are therefore urged to furnish PAN, KYC and nomination details by submitting the duly filled forms, as available on the website of the Company and Registrar and Share Transfer Agent, by e-mail from their registered e-mail id to kyc@linkintime.co.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s. Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or by uploading the documents on www.linkintime.co.in.

11. Regulation 40 of SEBI Listing Regulations, 2015, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division / consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests and are also requested to consider converting their holdings to demat mode. Members can contact the Company or Registrar and Share Transfer Agent, for assistance in this regard.

12. Members are requested to address all correspondence, including for transfer / transmission of shares, dividend related matters to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company by writing an e-mail at rnt.helpdesk@linkintime.co.in. Further, the Company too has designated an exclusive email id i.e. Secretarial@iiflw.com to redress Members' queries, complaints or grievances.

As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at Secretarial@iiflw.com on or before Monday, September 26, 2022. The same will be replied by the Company suitably.

13. If any Members wish to express their views or ask questions at the AGM, they may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at Secretarial@iiflw.com. Only those speaker registration requests received till 3:00 p.m. (IST) on Monday, September 26, 2022, will be considered and responded to during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
14. In terms of the provisions of Section 152 of the Act, Mr. Sandeep Naik and Mr. Shantanu Rastogi, Directors of the Company, are liable to retire by rotation at the AGM and being eligible seek re-appointment. The Board of Directors of the Company recommends their respective re-appointments pursuant to the recommendation of the Nomination and Remuneration Committee. Additional information in respect of said Directors seeking re-appointment at the AGM, as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard - 2 on "General Meetings" issued by Institute of Company Secretaries of India, are annexed to this Notice as "**Annexure B**" and forms part of this Notice.
15. The Audited Financial Statements of the Company and its subsidiary companies shall be available on the website of the Company viz. www.iiflwealth.com.

16. Voting Instructions

The Company has engaged the services of CDSL to provide e-voting facility. The voting rights of a Member shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of shareholding in dematerialised form) as on the cut-off date, i.e. Friday, September 23, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes 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. Friday, September 23, 2022 only shall be entitled to avail the facility of e-voting/e-voting during the AGM. The Members are requested to note that 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. The Members who have cast their vote(s) 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. 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 AGM. The manner of remote e-voting and e-voting during AGM by members is provided in the 'Instructions for remote e-voting, joining AGM through VC / OAVM and e-voting during the AGM' section, which forms part of this Notice.

The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Monday, September 26, 2022

End of e-voting: Up to 5:00 p.m. (IST) on Thursday, September 29, 2022

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

17. Voting Results

- I. The Company has appointed Mr. Nilesh Shah or failing him Ms. Hetal Shah or failing her Mr. Mahesh Darji, Partners of Nilesh Shah & Associates, Company Secretaries, as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- II. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and e-voting during AGM, will, in accordance with the applicable laws, prepare a consolidated scrutinizer's report. The results of the voting along with the consolidated scrutinizer's report shall be available on the website of the Company viz. www.iiflwealth.com and website of CDSL viz. www.cdslindia.com. The same shall simultaneously be communicated to the stock exchanges where the securities of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.
- III. Subject to receipt of requisite number of votes, the resolutions forming part of this Notice ("**Resolutions**") shall be deemed to be passed on the date of the AGM, i.e. Friday, September 30, 2022.

18. Instructions for remote e-voting, joining AGM through VC/OAVM and e-voting during the AGM

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

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 DPs. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, Login Method for e-voting and joining AGM through VC / OAVM 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining AGM through VC / OAVM & e-voting during the AGM. Additionally, there is link provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' ("ESPs") 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 from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (" 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. The user will have to enter its User ID and Password. After successful authentication, user will be able to see e-voting services. After clicking on "Access to e-Voting" under e-voting services, user will be able to see e-voting page. Click on company name or ESPs name and user will be re-directed to ESPs website for casting its vote during the remote e-voting period or joining AGM through VC / OAVM & e-voting during the AGM. 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) Alternatively, the user can 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. The user will have to enter its User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein user can see e-voting page. Click on company name or ESPs name and the user will be redirected to ESPs website for casting the vote during the remote e-voting period or joining AGM through VC / OAVM & e-voting during the AGM.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their DPs	The user can also login using the login credentials of its demat account through its DPs registered with NSDL/CDSL for e-voting facility. After successful login, user will be able to see e-voting option. Once the user clicks on e-voting option, they will be redirected to respective websites of NSDL or CDSL, as the case may be, upon successful authentication, wherein the user can see e-voting feature. Click on company name or ESPs name and the user will be redirected to ESPs website for casting their vote during the remote e-voting period or joining AGM through VC/OAVM & e-voting during the AGM.

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 websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

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

(i) Login method for e-voting and joining AGM through VC / OAVM for shareholders holding shares in physical mode and shareholders other than individual holding in demat form

- 1) The shareholder should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter the User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical mode should enter folio number registered with the Company.
- 4) Enter the Image Verification as displayed and Click on Login.
- 5) If shareholder is holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then the existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For shareholders holding shares in physical mode and other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as <u>shareholders holding shares in physical mode</u>) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / DPs are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
 - (iii) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (iv) For shareholders holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (v) Click on the EVSN for the relevant <Company Name> on which the user choose to vote.
 - (vi) On the voting page, user 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 user assent to the resolution and option NO implies that user dissent to the resolution.
 - (vii) Click on the "RESOLUTIONS FILE LINK" if user wishes to view the entire resolution details.
 - (viii) After selecting the resolution, user have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If user wish to confirm the vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.
 - (ix) Once user "CONFIRM" the vote on the resolution, user will not be allowed to modify the vote.
 - (x) User can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
 - (xi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

c) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address Secretarial@iiflw.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

d) Instructions for remote e-voting, joining AGM through VC / OAVM and e-voting during the AGM for those Members whose email IDs are not registered with the Depositories / Company

Members are requested to refer to the login method explained at Point 18 of this AGM Notice - 'Instructions for remote e-voting, joining AGM through VC / OAVM and e-voting during the AGM' and may contact the Company at Secretarial@iiflw.com in case of any queries.

e) Additional Instructions for Members for joining the AGM through VC / OAVM and e-voting during the AGM

- i. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, attending the AGM 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 AGM.

- iii. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the AGM 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.

f) Instructions for Members attending the AGM through VC / OAVM

1. The link for VC / OAVM to attend AGM will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
2. The facility for joining the meeting shall open 15 minutes before and remain open 15 minutes after the scheduled time of the commencement of the AGM. The Members can join the AGM through VC / OAVM mode by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM will be made available to to atleast 1000 Members on first come first served basis.

However, the 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 are allowed to attend the meeting without restriction on account of 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 AGM.
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 glitches.
6. Members who need technical assistance before or during the AGM can send an e-mail to helpdesk.evoting@cdslindia.com or contact on toll free number on 1800 22 55 33.

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

The following statement sets out all the material facts relating to Item No. 4 and 5 mentioned in the accompanying Notice.

Item No. 4 and 5 - Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the Company and the associate company, subsidiary company or holding company of the Company

Employee stock options ("**Options**") have long been recognized as an effective instrument to align the interest of employees with those of the Company and its shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholders value.

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, in past, has been granting Options pursuant to the approval of its shareholders.

In order to achieve the aforementioned objectives of the Company, the Company intends to implement "**IIFL Wealth Employee Stock Option Scheme 2022**" ("**IIFLW ESOS 2022**" or "**Scheme**") and grant Options to the employees of the Company and/or its present and future subsidiary company(ies), associate company(ies) and holding company, to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, read with all circulars and notifications issued thereunder ("**SBEB Regulations**"). In accordance with the terms of these resolutions and the Scheme, the Options would be granted in one or more tranches as may be decided by the Board (*hereinafter referred to as the "**Board**", which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board of Directors under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other committee authorized by the Board from time to time to exercise the powers conferred on the Board by these resolutions and / or such other persons who may be authorized in this regard by the Board or the Nomination and Remuneration Committee*) ("**NRC or Committee**"), from time to time.



Further, the salient features of the Scheme and various disclosures in terms of the SBEB Regulations read with the relevant schedule and applicable provisions of the Companies Act, 2013, are provided hereunder:

1	Brief description of the Scheme	<p>The Company proposes to formulate 'IIFL Wealth Employee Stock Options Scheme 2022' ("IIFLW ESOS 2022" or "Scheme") inter alia with a view to align the interests of the employees with those of shareholders and to motivate the employees to contribute to the growth and profitability of the Company.</p> <p>Upon receipt of necessary approvals including from the shareholders of the Company, the Company may grant Options to employees of the Company, and its present and/or future subsidiary company(ies), associate company(ies) and holding company, from time to time.</p> <p>The total number of Options as may be granted pursuant to the Scheme shall not exceed 4,40,000 (four lakh forty thousand) Options. Each Option when exercised would be converted into one equity share of the Company of face value of Rs. 2/- (Rupees Two Only), each fully paid up in accordance with the terms and conditions of the Scheme.</p> <p>The Company shall ensure that the Scheme and the grant of Options thereunder is in line with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEB Regulations").</p>
2	Total number of Options to be offered and granted	<p>The total number of Options as may be granted pursuant to the Scheme, in one of more tranches, to the employees shall not exceed 4,40,000 (four lakh forty thousand) Options (as may be adjusted for changes in capital structure of the Company in accordance with the Scheme), which is less than 0.5% (half percent) of the paid-up capital of the Company as on the date of this Notice.</p> <p>Each Option when exercised would be converted into one equity share of the Company of face value of Rs. 2/- (Rupees Two Only), each fully paid up in accordance with the terms and conditions of the Scheme.</p> <p>All Options which lapsed for whatever reason, will be available for grant by the Committee to any Employee(s) as it may deem fit in its absolute discretion, under the present Scheme, subject to compliance of the provisions of Applicable Law. The terms relating to Exercise Price, Exercise Period, Vesting, etc. in respect of such lapsed Options to be granted, as aforesaid, will be determined by the Committee at the time of grant as it may deem fit in its absolute discretion, subject to compliance with all applicable laws.</p> <p>In case of any corporate action(s) including but not limited to merger, demerger, sale of division, stock split, consolidation, rights issues, bonus issues and others, a fair and reasonable adjustment shall be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the employees for making such fair and reasonable adjustment, the number of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any such corporate action.</p>
3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme	<p>In accordance with the provisions of the SBEB Regulations and the Scheme, the following classes of employees shall be entitled to participate and be beneficiaries under the Scheme:</p> <ol style="list-style-type: none"> a. an employee as designated by the Company, who is exclusively working with the Company, in India or outside India ; or b. a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or c. an employee as defined in sub-clauses (a) or (b), of a group company including subsidiary(ies) or its associate company(ies) or holding company, in India or outside India, but does not include: <ol style="list-style-type: none"> i. an employee who is a promoter or a person belonging to the promoter group; or ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company. <p>The specific employees to whom the Options would be granted, would be determined by the Committee, at its absolute discretion, from time to time in accordance with SBEB Regulations and the Scheme.</p>

4	Requirements of vesting and period of vesting and maximum period (subject to the Regulation 18 of the SBEB Regulations) within which the Options shall be vested	<p>Except in case of permanent incapacity or death of the employees, the Options shall vest not earlier than one year and not later than five years from the date of grant thereof.</p> <p>Vesting of Options would be a function of continued employment with the Company (passage of time), achievement of performance or any other criteria as specified by the Committee and communicated at the time of grant of Options.</p> <p>The exact proportion and the specific vesting schedule and conditions subject to which vesting would take place would be determined by the Committee in accordance with SBEB Regulations and the Scheme and shall be communicated to the employees at the time of grant of Options.</p>
5	Exercise price or pricing formula	<p>Exercise Price per Option shall be the price payable by an employee for exercising the Options granted to him / her in pursuance of the Scheme (which may be adjusted for changes in capital structure of the Company or any corporate action in accordance with the Scheme) and shall not be less than the face value per share and will be determined by the Committee at the time of grant as it may deem fit in its absolute discretion, subject to compliance with all applicable laws and in conformity with the applicable accounting policies prescribed under the SBEB Regulations, or such other policies as may be prescribed under any other law with respect to accounting for Options.</p>
6	Exercise period / offer period and process of exercise / acceptance of Offer	<p>The exercise period shall be the period after vesting of Options (and subject to any additional restrictions on exercise) within which an employee may exercise the Options vested in him in pursuance of the Scheme and will be determined by the Committee at the time of each grant as it may deem fit in its absolute discretion, subject to compliance with all applicable laws and would not exceed 7 (seven) years from the date of grant as per the terms of the Scheme.</p> <p>Except in certain specified circumstances such as death, permanent incapacity etc., the Options will be exercisable by the employee and / or nominee of the employee, in such manner, as prescribed in the Scheme or as may be additionally prescribed by the Committee, from time to time.</p> <p>The Options will lapse if not exercised within the specified exercise period.</p>
7	The appraisal process for determining the eligibility of employees for the Scheme	<p>The Committee shall, based upon the appraisal process and the eligibility criteria (including but not limited to performance, merit, grade, conduct, the present and potential contribution to the success, growth and development of the Company, retention of employees and length of service of the employee), determine the eligibility of the employees to the Scheme.</p> <p>The appraisal process and the eligibility criteria would be determined by the Committee, at its absolute discretion, from time to time.</p>
8	Maximum number of options to be offered and issued per employee and in aggregate, if any	<p>As stated in serial no. 2 above.</p>
9	Maximum quantum of benefits to be provided per employee under the Scheme	<p>As stated in serial no. 2. No other benefits are contemplated other than as mentioned above.</p>
10	Whether the Scheme is to be implemented and administered directly by the company or through a trust	<p>The Scheme will be implemented and administered directly by the Company.</p>
11	Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both	<p>The implementation of the Scheme involves issue of new equity shares of the Company to the employees by the Company as the Scheme is being implemented and administered directly by the Company.</p>

12	The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable, as the Scheme is being implemented and administered directly by the Company.
13	Maximum percentage of secondary acquisition (subject to limits specified under the SBEB Regulations) that can be made by the trust for the purposes of the Scheme	Not Applicable, as the Scheme is being implemented and administered directly by the Company.
14	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations	The Company shall conform to the accounting policies prescribed by applicable laws from time to time including but not limited to all the applicable disclosure and accounting policies in respect of Options granted as required under SBEB Regulations, guidelines and the guidance note issued by the Institute of Chartered Accountants of India.
15	The method which the company shall use to value its options	The Company shall use the fair value method for valuation of the Options. Fair valuation of the Options will be carried out using the Black-Scholes Option Pricing model. The fair value of the Options shall be the basis for accounting for the ESOP charge in the Company's profit and loss statement.
16	The following statement, if applicable	<i>"In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report."</i> The above statement is not applicable since the Company recognizes share-based employee benefits expense using fair value of options as per the Black-Scholes Option pricing model as aforesaid.
17	Period of lock in	There will be no lock-in period in respect of the equity shares, which may be issued / allotted on exercise of the Options granted pursuant to the Scheme.
18	Terms & conditions for buyback, if any, of specified securities covered under SBEB Regulations	Not Applicable
19	Listing	The equity shares to be issued and allotted pursuant to the exercise of the Options under the Scheme will be listed on BSE Limited and National Stock Exchange of India Limited.
20	Other terms	The Scheme does not envisage secondary acquisition of equity shares of the Company. The Company may vary, modify or alter the terms of the Scheme in compliance with the SBEB Regulations. The Scheme shall continue to be in force until (i) its termination by the Committee, or (ii) the date on which all the Options available for issuance under the Scheme have been granted and exercised.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 6 of SBEB Regulations, Options can be offered to employees of a company subject to approval of the shareholders of the company to the scheme of employee stock options by passing of the special resolution.

Further, pursuant to the provisions of the SBEB Regulations, a separate special resolution is required to be passed in case grant of options is extended to the employees of the associate companies, subsidiary companies and holding company of a company. Accordingly, a separate resolution under item no. 5 is proposed, to extend the benefits of the Scheme to the employees of the present / future associate companies, subsidiary companies and holding company of the Company as may be decided by the Board from time to time under applicable laws.

As part of the Company's long term incentive plan and as may be determined by the Committee, the equity shares as may be allotted and issued pursuant to the exercise of the Options, may carry an Exercise Price of not less than the face value of the equity shares i.e. Rs. 2/- per share as aforesaid. The Exercise Price, as determined by the Committee, will reflect the Company's objective of retaining talent through consistent long term incentive opportunities along with a low dilution of its equity capital. Accordingly, it may be noted that the total number of Options as may be granted pursuant to the Scheme shall not exceed 4,40,000 (four lakh forty thousand) Options (as may be adjusted for changes in capital structure of the Company in accordance with the Scheme), which is less than 0.5% (half percent) of the paid-up capital of the Company as on the date of this Notice.

The Board, at its meeting held on May 25, 2022, considered the formation of the Scheme and approved seeking approval from the shareholders of the Company for the proposed Scheme upon recommendation of the Committee and considering these items as unavoidable in terms of general circular issued by Ministry of Corporate Affairs, dated May 5, 2020, the Board recommended the resolutions set out in Item Nos. 4 and 5 of the Notice of Annual General Meeting for approval by shareholders of the Company by way of special resolutions.

A copy of draft Scheme is available for inspection at the Company's Registered Office between 3:00 p.m. (IST) and 5:00 p.m. (IST) on all working days of the Company, except holiday, up to the date of the Annual General Meeting and can also be availed through electronic mode.

None of the Directors, and Key Managerial Personnel of the Company, and any relatives of such Directors, Key Managerial Personnel are in any way concerned or interested in these resolutions except to the extent of equity shares held by them in the Company or the Options as may be granted under the Scheme.

The Board recommends the Special Resolutions set out in Item Nos. 4 and 5 of the Notice for approval of the Members of the Company.

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

**Rohit Bhasse
Company Secretary
ACS – 21409**

Registered Office:

IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (+91-22) 4876 - 5600,
Fax: (+91-22) 4646 - 4706,
E-mail: Secretarial@iiflw.com
Website: www.iiflwealth.com

Date: September 7, 2022

Place: Mumbai

ANNEXURE 'A' TO THE NOTICE

For ease of participation by Members, below are the key details regarding the AGM scheduled on Friday, September 30, 2022 at 4:00 p.m. (IST) for reference:

Sr. No	Particulars	Details of access
1	Link for participation through VC / OAVM	www.evotingindia.com
2	E-mail ID for posting queries of AGM and speaker registration and period of registration	Secretarial@iiflw.com Period of speaker registration: On or before 3:00 p.m. (IST) on Monday, September 26, 2022
3	Link for remote e-voting	www.evotingindia.com
4	Username and password for VC	Members may attend the AGM through VC/OAVM by accessing the link www.evotingindia.com by using the remote e-voting credentials. Please refer the instructions provided in this Notice.
5	Helpline number for VC participation and e-voting	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on toll free number on 1800 22 55 33
6	Cut-off date for dispatch of Notice and Annual Report	Friday, September 2, 2022
7	Cut-off date for e-voting	Friday, September 23, 2022
8	Time period for remote e-voting	Commences on Monday, September 26, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (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	Company Secretary 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

ANNEXURE 'B' TO THE NOTICE

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

Name	Mr. Shantanu Rastogi	Mr. Sandeep Naik
Age	43 years	49 years
Date of first Appointment on the Board	February 25, 2016	February 25, 2016
Brief Profile / Resume	<p>Shantanu Rastogi is a Nominee Director on the Board of the Company. He is currently a Managing Director at General Atlantic, where he is responsible for investments in the financial services, healthcare, and retail and consumer sectors in India and Asia-Pacific. He holds a Master's degree in Engineering from the Indian Institute of Technology, Mumbai and a Master's degree in business administration from the Wharton School, the University of Pennsylvania. He has approximately 17 years of experience in the fields of private equity and finance. He has previously worked as a business consultant with McKinsey & Company India LLP and was a Principal with Apax Partners India Advisers Private Limited.</p>	<p>Sandeep Naik is a Nominee Director on the Board of the Company. He is currently the Managing Director and head of India and Asia-Pacific business of General Atlantic. He holds a bachelor's degree in technology (specialising in instrumentation engineering) from the University of Mumbai, a master's degree in science (specialising in biomedical engineering) from the Virginia Commonwealth University School of Medicine and a master's degree in business administration (specialising in finance) from the Wharton School, the University of Pennsylvania. Prior to joining General Atlantic Singapore Fund Pte Limited in 2012, he served as partner and co-head of India for Apax Partners India Advisers Private Limited. He was also co-founder of InfraScan Inc. He was selected as a young global leader by the World Economic Forum and has previously served on the global agenda council of the 'new order of economic thinking'. Mr. Sandeep is also a member of the Singapore Economic Development Board (EDB).</p>
Shareholding in the Company (as on March 31, 2022)	-	-
Board Meetings attended during the financial year 2021-22	9	8
Experience and expertise in Specific Functional Area	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.
Qualification(s)	Master's degree in engineering from the Indian Institute of Technology, Mumbai and and a Master's degree in business administration from the Wharton School, the University of Pennsylvania	<p>Bachelor of Science in Instrumentation from Vivekanand Education Society's Institute of Technology, University of Bombay, Master of Science in Biomedical Engineering from Virginia Commonwealth University, Virginia</p> <p>Master of Business Administration in Finance and Health Care from The Wharton School University of Pennsylvania.</p>
Terms and Conditions of appointment or re-appointment	He is liable to retire by rotation	He is liable to retire by rotation
Last drawn remuneration (including sitting fees and commission)	Nil	Nil

Name	Mr. Shantanu Rastogi	Mr. Sandeep Naik
Relationship with other Directors and Key Managerial Personnel	Not related to any Director /Key Managerial Personnel of the Company	Not related to any Director /Key Managerial Personnel of the Company
Directorship in other Companies	<ol style="list-style-type: none"> 1. House of Anita Dongre Private Limited 2. Krishna Institute of Medical Sciences Limited 3. Capital Foods Private Limited 4. KFIN Technologies Limited 5. IIT Bombay Development and Relations Foundation 6. IIFL Wealth Prime Limited 7. Rubicon Research Private Limited 8. Nobroker Technologies Solutions Private Limited 9. Sorting Hat Technologies Limited 10. TNC- The Nature Conservancy Centre 11. General Atlantic LLC 12. General Atlantic Service Company, L.P. 	<ol style="list-style-type: none"> 1. General Atlantic Private Limited 2. GAP (Bermuda) LP 3. The Wharton School of Business, The University of Pennsylvania (Asia Board) 4. PT Map Boga Adiperkasa Tbk 5. Indiaideas.Com Limited 6. Rubicon Research Private Limited 7. KFin Technologies Limited 8. General Atlantic Service Company LP (GASC) 9. General Atlantic LP 10. General Atlantic Singapore Fund Management Pte Ltd 11. Mable Technologies Pty Ltd 12. Kumu Holdings Pte Ltd 13) Biofourmis Holdings Pte Ltd.
Chairman/Member in the Committees of other Boards of companies *	<p>Membership in following Committees:</p> <ol style="list-style-type: none"> 1. IIFL Wealth Prime Limited – Audit Committee 2. KFin technologies Limited – Audit Committee 3. House of Anita Dongre Private Limited – Audit Committee 4. Krishna Institute of Medical Sciences Limited – Audit Committee 	Nil

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