



IIFL WEALTH MANAGEMENT LIMITED

CIN: U74140MH2008PLC177884

Regd. Office - IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of IIFL Wealth Management Limited (the "Company") will be held on Monday, 30th day of September 2019, at 12 noon at Hall of Harmony, Ground Floor, Discovery of India, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the audited standalone financial statement(s) of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon; and
- (b) the audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Sandeep Naik (DIN: 02057989), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. **TO RE-APPOINT MR. NILESH VIKAMSEY (DIN: 00031213) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nilesh Vikamsey (DIN: 00031213) in respect of whom the Company has received a notice in

writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years commencing from August 25, 2019 to August 24, 2024."

5. **TO RE-APPOINT MR. KARAN BHAGAT AS A MANAGING DIRECTOR:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Karan Bhagat (DIN:03247753) as a Managing Director, for a period of 5 (five) years commencing from July 27, 2020 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to approve the actual remuneration and vary or increase the same from time to time, within the limits approved by the members, as it may deem fit;

RESOLVED FURTHER THAT in the event of absence or inadequate profit in any financial year, the aforesaid remuneration shall be paid to Mr. Bhagat as minimum remuneration;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute any agreements, documents or instructions or take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. TO RE-APPOINT MR. YATIN SHAH AS A WHOLE-TIME DIRECTOR:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Yatin Shah (DIN: 03231090) as an Whole-time Director, for a period of 5 (five) years commencing from July 27, 2020 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to approve the actual remuneration and vary or increase the same from time to time, within the limits approved by the members, as it may deem fit;

RESOLVED FURTHER THAT in the event of absence or inadequate profit in any financial year, the aforesaid remuneration shall be paid to Mr. Shah as minimum remuneration;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute any agreements, documents or instructions or take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. TO APPOINT DR. S. NARAYAN, AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Dr. S. Narayan (DIN: 00094081), aged 76 years, who was appointed as an Additional Director (Independent

Director) by the Board of Directors of the Company w.e.f. June 25, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and with respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 years commencing from June 25, 2019 to June 24, 2024, not liable to retire by rotation.”

8. TO APPROVE IIFLW ESOP - 2019

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“hereinafter referred as SEBI (SBEB) Regulations”), the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and such other rules, regulations and guidelines as may be applicable from time to time and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the “Board”), approval and consent of the members of the Company be and is hereby accorded to introduce, offer, issue and allot Equity Shares of the Company (“Equity Shares”) either directly or through an Employee Welfare Trust created for the said purpose under the IIFLW ESOP - 2019 (hereinafter referred to as the “Scheme”) by way of issuance of stock options, the salient features of which are furnished in the explanatory statement to this Notice to such persons who are permanent employees of the Company including Directors, whether whole-time or not, whether working in India or outside India (hereinafter referred to as the “Eligible Employees”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable law;

RESOLVED FURTHER THAT the maximum number of employee stock options that can be granted under the Scheme which will be convertible into Equity Shares wherein one employee stock option is equivalent to one Equity Share, shall not exceed 29,79,419 of the number of issued, subscribed and paid-up equity share capital of the Company on the date of this resolution (as adjusted for any corporate action and/or change in the capital structure) at such price or prices as may be determined by the Board in its sole and absolute discretion;

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised, either directly or through the employee welfare trust created for such purpose, to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares;

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend, terminate, formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice subject to the compliance with applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

9. IMPLEMENTATION OF IIFLW- ESOP 2019, INTER ALIA, THROUGH TRUST.

To consider and, if thought fit, to pass, with or

without modification(s), the following Resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the "Board"), the approval and consent of the members of the Company be and is hereby accorded for managing, administering, operating the IIFLW- ESOP 2019 and introduce, offer, issue and allot equity shares through IIFL Wealth Employee Welfare Benefit Trust (hereinafter referred to as the "Trust") acquired by way of secondary market purchases or by way of fresh allotment by the Company from time to time, in one or more tranche(s), subject to however that secondary acquisition by the Trust in any financial year shall not exceed 2% (two percent) of the paid-up equity capital as at the end of the previous financial year at such price and on such terms and conditions as may be decided by the Board thereof;

RESOLVED FURTHER THAT for the purpose of managing through the Trust, the Board may consider availing financial assistance for the Trust in the form of loan to enable the Trust to subscribe to the equity shares or purchase the same from the secondary market;

10. GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES)

To consider and, if thought fit, to pass, with or

without modification(s), the following Resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the "Board"), approval and consent of the members of the Company be and is hereby accorded to the Board to introduce, offer, issue and allot equity shares of the Company (hereinafter referred to as the "Equity Shares") either directly or through a Trust created for the said purpose under the IIFLW ESOP - 2019 (hereinafter referred to as the "Scheme") by way of issuance of stock options, the salient features of which are furnished in the Explanatory Statement to this Notice to such persons who are permanent employees of subsidiaries (present or future) or of its holding company (present or future) including Directors, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable law."

11. GRANT STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

RESOLVED THAT the approval of the members be and is hereby accorded pursuant to the provisions

of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time to grant, offer and allot equity shares under IIFLW ESOP - 2019, equal to or exceeding 1% of the issued capital of the Company during any one financial year, to such identified persons who are permanent employees of the Company including Directors whether whole-time or otherwise, whether working in India or out of India, of any existing and future subsidiary company(ies) of the Company whether in or outside India and selected by the Board in its sole and absolute discretion, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable law."

"RESOLVED FURTHER THAT the Board be and is hereby authorized subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and or instructions and do all other things incidental and ancillary thereof."

By Order of the Board of Directors

Ashutosh Naik

Company Secretary

Dated:
August 21, 2019

Place: Mumbai

ACS - 15067

Registered
Office:

IIFL Centre, Kamala City Senapati
Bapat Marg, Lower Parel
Mumbai MH 400013
CIN:U74140MH2008PLC177884
E-mail: secretarial@iiflw.com
Telephone No. - 022- 4876 5600

IMPORTANT NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or more proxies to attend and vote on a poll on his/her behalf and the proxy need not be a Member of the Company. The instrument appointing the proxy duly completed, stamped and signed must be deposited at the registered office of the Company, not less than forty- eight hours (48 hours) before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. A Proxy Form is annexed to this Notice. Further, the Proxy holder will be required to carry a valid proof of identity at the meeting.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution and Power of Attorney, if any, authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, ("explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. The Company's Statutory Auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration number 117366W/W-100018), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on July 27, 2015 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, the requirement of seeking ratification of the Members for the appointment of

the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, during business hours till the date of the Meeting.
8. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday September 24, 2019 to Monday September 30, 2019 (both days inclusive).
9. Members are requested:
 - i. To bring their attendance slip duly signed along with their copy of Annual Report to the Meeting.
 - ii. To quote their folio nos./DP ID & Client ID nos. in all correspondence.
 - iii. To note that no gifts will be distributed at the Meeting.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company, M/s. Link Intime India Private Limited ("Link Intime / RTA") at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083.
11. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime.
12. The Company, consequent upon introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited

('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.

13. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
16. SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to consider dematerialization of physical shares held by them.
17. 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 Permanent Account Number (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 / RTA 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 6, 2018.
18. The Company has designated an exclusive e-mail ID called 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.
19. Members desirous of asking any questions at the Meeting are requested to send their questions to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
20. Additional information of Directors seeking appointment/re-appointment at the Meeting, as required under regulation 26(4) and 36(3) of SEBI Listing Regulation and SS-2 issued by Institute of Company Secretaries of India, is annexed to the notice.
21. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent through the permitted mode. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
22. The route map of the venue of the Meeting is annexed to this Notice. The prominent landmark for the venue is Nehru Planetarium, Mumbai.
23. **Voting instructions**
Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members

- may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('e-voting').
- II. The facility for voting through Poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through 'Poll'.
 - III. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - IV. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
 - V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Monday, September 23, 2019. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Monday, September 23, 2019 only shall be entitled to avail the facility of e-voting/ Poll on Demand.
 - VII. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as scrutinizer to scrutinize the Poll on Demand and e-voting process in a fair and transparent manner.
 - VIII. The 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 www.iiflwealth.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
 - IX. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2019.
 - X. Information and other instructions relating to e-voting are as under:
 - (i) The e-voting facility will be available during the following period:
Commencement of e-voting: From 9:00 a.m. (IST) on September 25, 2019
End of e-voting: Up to 5:00 p.m. (IST) on September 29, 2019
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 shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on the tab "Shareholders/Members".
 - (iv) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in physical form should enter folio Number registered with the Company.
 - (v) Next enter the image verification as displayed and click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first-time user please follow the steps given below:

For Members holding shares in demat form and physical form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical 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.
Dividend	Enter the dividend bank

Bank Account Details OR Date of Birth (DOB) account details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the dividend bank details field as mentioned in instruction iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password 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 ("EVS N") 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 Google Play Store. Apple and windows phone user can download the app from the App Store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non – individual shareholders and custodians
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a "Compliance User" should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which

they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

24. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
25. During the year 2018-19, the Company declared and paid an interim dividend of Rs. 10/- per equity share. The same shall be considered as final dividend.

REGISTRATION / UPDATING OF EMAIL IDS AND BANK DETAILS

Members are requested to support the “Green Initiative” by registering their email address with the Company, if not already done.

Those members who have changed their email address are requested to register their new email address with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

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

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 nos. of the accompanying Notice:

Item No. 4

TO RE-APPOINT MR. NILESH VIKAMSEY (DIN: 00031213), CHAIRMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Nilesh Vikamsey (DIN: 00031213) was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto August 24, 2019.

Based on skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by Mr. Nilesh Vikamsey during his tenure the Nomination and Remuneration Committee and the Board of Directors had subject to approval of Members in the forthcoming AGM re-appointed Mr. Nilesh Vikamsey as a Non- Executive Independent Director for the second term of 5 (five) consecutive years w.e.f August 25, 2019 to August 24, 2024 not be liable to retire by rotation.

The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(B) of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 (“Listing Regulations”). The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature as an Independent Director of the Company.

Mr. Nilesh Vikamsey is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given his consent to act as a Director of the Company.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company. Inspection by the Members can be done on any working day during the normal working hours (except Saturday and Sunday) up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

Members are therefore requested, to grant their approval by way of a special resolution for re-appointment of Mr. Nilesh Vikamsey as an Independent Director of the Company to hold office for a second term from August 25, 2019 to August 24, 2024, not liable to retire by rotation.

The Board accordingly recommends the special resolution set out at item no 4 of this notice for approval of the Members.

Except Mr. Nilesh Vikamsey and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The other details of Mr. Nilesh Vikamsey in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Item No. 5

TO RE-APPOINT MR. KARAN BHAGAT AS MANAGING DIRECTOR OF THE COMPANY:

Mr. Karan Bhagat was appointed as Managing Director of the Company on July 27, 2015 for a period of 5 years expiring on July 26, 2020. The Board of Directors of the Company, at its meeting held on August 21, 2019 approved re-appointment of Mr. Karan Bhagat, for a further period of five years w.e.f July 27, 2020, subject to the approval of the Members. The present proposal is to seek the Members' approval for re-appointment of Mr. Karan Bhagat as the Managing Director in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

The Board proposes to seek approval of the Members of the Company, approving the below terms and conditions:

Salary: Basic salary of Rs. 2,00,00,000 per annum.

Housing/ HRA: He shall be entitled to a Company provided house or house rent allowance of upto 50 % of basic salary.

Leave Travel Allowance: Expenses for him and his family, subject to a maximum of one month's basic salary.

Other benefits: In addition to the above, he will be entitled to allowances pertaining to Conveyance, Medical, Education, Meal, Supplementary and such other benefits, as approved by NRC, up to Rs. 1,60,00,000 per annum,

Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% per annum of above mentioned basic salary, allowances, other benefits and perquisites.

Commission: He shall be paid commission as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time. In addition, he will be eligible for contribution to provident funds, insurance, gratuity and

superannuation and leave encashment as per the rules of the Company and approved by Board / Nomination and Remuneration Committee.

Other terms:

He shall not be paid any sitting fees or any other salary for attending Meetings of the Board of Directors or Committees thereof.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Karan Bhagat as minimum remuneration, subject to provisions of Companies Act, 2013.

Mr. Bhagat may draw remuneration from IIFL Wealth Finance Limited, a material subsidiary of the Company or any other subsidiary of the Company, as approved by the Nomination & Remuneration Committee, Board of Directors and Shareholders of concerning subsidiary, as the case may be.

Termination of Employment:

This employment shall be deemed to be terminated on the occurrence of death, on expiration of tenure, permanent disability or on resignation.

Mr. Karan Bhagat is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given his consent to act as a Director of the Company.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company. Inspection by the Members can be done on any working day during the normal working hours (except Saturday and Sunday) up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

The Board accordingly recommends the special resolution set out at item no 5 of this notice for approval of the Members.

Except of Mr. Karan Bhagat and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The other details of Mr. Karan Bhagat in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Item No. 6

TO RE-APPOINT MR. YATIN SHAH AS WHOLE TIME DIRECTOR OF THE COMPANY:

Mr. Yatin Shah was appointed as Whole Time Director of the Company on July 27, 2015 for a period of 5 years expiring on July 26, 2020. The Board of Directors of the Company, at its meeting held on August 21, 2019 approved re-appointment of Mr. Yatin Shah, for a further period of five years w.e.f. July 27, 2020, subject to the approval of the Members. The present proposal is to seek the Members' approval for re-appointment of Mr. Yatin Shah as the Whole Time Director in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

The Board proposes to seek approval of the Members of the Company, approving the below terms and conditions:

Salary: Basic salary of Rs. 1,58,00,000 per annum

Housing/ HRA: He shall be entitled to a Company provided house or house rent allowance of upto 50 % of basic salary.

Leave Travel Allowance: Expenses for him and his family, subject to a maximum of one month's basic salary.

Other benefits: In addition to the above, he will be entitled to allowances pertaining to Conveyance, Medical, Education, Meal, Supplementary and such other benefits as may be approved by NRC from time to time, upto Rs. 1,30,00,000, per annum.

Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% per annum of above mentioned basic salary, allowances, benefits and perquisites.

Commission: He shall be paid commission as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time. In addition, he will be eligible for contribution to provident funds, insurance, gratuity and superannuation and leave encashment as per the rules of the Company and approved by Board / Nomination and Remuneration Committee.

Other terms:

He shall not be paid any sitting fees or any other salary for attending Meetings of the Board of Directors or Committees thereof.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Yatin Shah as minimum remuneration, subject to provisions of Companies Act, 2013.

Mr. Shah may draw remuneration from IIFL Wealth Finance Limited, a material subsidiary of the Company

or any other subsidiary of the Company, as approved by the Nomination & Remuneration Committee, Board of Directors and Shareholders of concerning subsidiary, as the case may be.

Termination of Employment:

This employment shall be deemed to be terminated on the occurrence of death, on expiration of tenure, permanent disability or on resignation.

Mr. Yatin Shah is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given his consent to act as a Director of the Company.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company. Inspection by the Members can be done on any working day during the normal working hours (except Saturday and Sunday) up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

The Board accordingly recommends the special resolution set out at item no 6 of this notice for approval of the Members.

Except of Mr. Yatin Shah and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The other details of Mr. Yatin Shah in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Item No 7

TO APPOINT DR. S. NARAYAN, AS AN INDEPENDENT DIRECTOR:

On recommendation of the Nomination and Remuneration Committee, Dr. S. Narayan (DIN: 00094081) was appointed as an Additional Director (Independent Director) of the Company with effect from June 25, 2019 by the Board of Directors. Dr. Narayan (DIN: 00094081) holds office only upto the date of this Annual General Meeting ("AGM") and is eligible for appointment as an Independent Director.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless it is approved by the members by passing a special resolution to that effect". Dr. Narayan aged 76

years, hence appointment beyond the age of 75 years requires the approval of members.

Based on the skills, rich experience, knowledge and vast expertise especially in the financial sector and as in opinion of the Board of Directors, it is recommended to appoint Dr. Narayan as an Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013("the Act") and Regulation 16(1)(B) of SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulation"). The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature as an Independent Director of the Company.

Dr. Narayan is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given his consent to act as a Director of the Company.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company. Inspection by the Members can be done on any working day during the normal working hours (except Saturday and Sunday) up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

Members are therefore requested, to grant their approval by way of a special resolution for appointment of Dr. Narayan as an Independent Director of the Company to hold office upto June 24, 2024 not liable to retire by rotation.

The Board accordingly recommends the special resolution set out at item no. 7 of this notice for approval of the Members.

Except of Dr. Narayan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7

The other details of Dr. Narayan in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Item no. 8, 9, 10 and 11

APPROVAL OF THE SCHEME, GRANT OF STOCK OPTIONS AND AUTHORISATIONS TO TRUST FOR SECONDARY MARKET PURCHASE:

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent.

The Company intends to implement IIFLW ESOP - 2019 ("**Scheme**") either directly or through a trust which shall implement the Scheme through acquisition of equity shares of the Company through purchases from the secondary market and/or subscription of fresh allotment of equity shares by the Company. As a consequence, to the aforesaid, this statement under section 102 and relevant resolutions at item No 8, 9, 10 and 11 which is proposed for approval of the members are set out in this Notice.

The main features of the Scheme and other details of the Scheme as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“hereinafter referred as SEBI (SBEB) Regulations”) are as under: -

Item	Particulars
Brief description of the Scheme	The Scheme is intended to reward the eligible employees (as selected by the Nomination and Remuneration Committee (also referred to as “NRC/Committee”)), for their performance and to motivate them to contribute to the growth and profitability of the Company and also to retain them by way of issuing employee stock options. Subject to applicable law and terms and conditions of the Scheme, the eligible employees shall be entitled to subscribe to the equity shares within certain time period (“Exercise Period”) upon fulfilment of such conditions (“Vesting”) and payment of an exercise price (“Exercise Price”) as is determined by the NRC.
Total Number of Options to be granted	The Options to be granted to the eligible employees under the Scheme, in one or more tranches, shall not result in the issue of equity shares in excess of 29,79,419 (3.5% of current paid-up share capital). Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. Re-grant of such lapsed / cancelled options shall be as per the provisions of the Scheme. In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI (SBEB) Regulations.
Identification of classes of employees entitled to participate and be beneficiaries in the Scheme	Present and future, permanent employees of the Company and, or subsidiary company(ies) and, or holding company of the Company, whether working in India or outside India, and / or to the directors of the Company/ subsidiary company(ies)/ holding company of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the NRC and/or permitted under SEBI (SBEB) Regulations shall be eligible to participate in the Scheme.
Transferability of Stock Options	The stock options granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an eligible employee/stock option holder while in employment, the right to exercise all the options granted to him/her till such date shall be transferred to his/her legal heirs or nominees.
Requirements of vesting, period of vesting and maximum period within which the Options shall be vested	The vesting shall be determined by the Committee in its sole and absolute discretion. The minimum vesting period shall be 1 year from the date of grant of options and maximum vesting period shall be 5 years from the date of grant of options.
Exercise Price or pricing formula	Exercise Price shall be a price, payable by the eligible employee for exercising the Options granted in pursuance of the Scheme, which would be at par value (INR 2/- per share) or such higher price as determined by the NRC.

Exercise Period and Process of Exercise	The Exercise Period shall be decided by the Committee and will not be more than 7 (Seven) years from the date of grant. The Options will be exercisable by the eligible employees/ directors by a written or electronic notice to the Company and payment of Exercise Price to exercise the Options, in such manner, as may be prescribed by the Committee, in its discretion.
Method of valuing the Options	The Company shall use the Intrinsic Value method for valuation of the Options. The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
Appraisal process for determining the eligibility of the employees for the Scheme	<p>The Committee shall, based upon the performance and/or merit of the employees/directors, as per vesting criteria laid down by the Committee from time to time, if any, in its sole and exclusive discretion, considering the period of service/directorship put in/served by them, their designation and grade, their present and potential contribution to the success of the Company, its subsidiaries and other appropriate criteria, determine the eligibility of the employees/directors to the Scheme.</p> <p>The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in the Scheme, in order to be granted options under the Scheme. The Nomination and Remuneration Committee will take into consideration potential of employee to contribute to Company's performance, position held, extent of contribution made by employee towards business results, achievement of medium and long-term performance, difficulty in replacement and any other appraisal or evaluation process for determining the eligibility criteria as may be taken into consideration by the Nomination and Remuneration Committee.</p>
Maximum number of Options to be issued granted per employee and in aggregate	<p>The maximum number of Options that can be granted to any eligible employee as defined under the Scheme during any one-year may be equal to or exceed 1% of the issued capital of the Company at the time of grant of options as specified in item 11 of this Notice. The eligible employee to whom the Options shall be granted equal to or exceed 1% of the issued capital of the Company shall be identified by the Nomination & Remuneration Committee and/or such committee of the Board of Directors, as the Board may determine from time to time, under the Scheme.</p> <p>The aggregate number of the Options that may be granted under the Scheme shall not exceed 29,79,419 (3.5% of current paid-up share capital)</p>
The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;	The granted options shall lapse in accordance with the terms and conditions as specified in the Scheme.
The specified time period within which the eligible employee shall exercise the vested options in the event of a proposed termination of employment or resignation of such employee;	<p>In the event of termination of the employment of an eligible employee holding options due to Cause as defined under the provisions of the Scheme including breach of policies or the terms of employment of the Company, all options granted to such employee, including the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</p> <p>In the event of "Resignation", all Unvested Options, on the date of exit, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose determination will be final and</p>

	binding. However, all Vested Options as on that date shall be exercisable by the eligible employee within such number of days as determined by the Nomination & Remuneration Committee, however not exceeding one year from the date of tendering the resignation. The vested options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.
Maximum quantum of benefits to be provided per employee under the Scheme	The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date.
Whether the Scheme is to be implemented and administered directly by the Company or through a Trust	The Scheme will either be implemented directly or through a Trust route.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both	Implementation of the Scheme would involve both new issue of equity shares to the eligible employees/Trust and/or secondary acquisition to be undertaken by the Trust.
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme	Secondary acquisition by the Trust shall be in due compliance and within the limits prescribed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 which is currently 2% of the total paid-up equity capital as at the end of the previous financial year but does not exceed more than 5% of the total paid-up equity capital of the Company.
Maximum percentage of Secondary Acquisition that can be made by the Trust for the purpose of the Scheme	Secondary acquisition in a financial year by the Trust shall not exceed two per cent of the total paid-up equity capital as at the end of the previous financial year.
Accounting and Disclosure Policies	The Company shall comply with all the applicable disclosure and Accounting Policies in respect of options granted as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 and under other Applicable Laws and follow the accounting policies prescribed as per SEBI Regulations and Guidelines and the Guidance Note issued by the Institute of Chartered Accountants of India.
Lock-in period	The shares allotted to the employees, subsequent to exercise of vested options will not be subject to lock-in, unless determined by the Nomination and Remuneration Committee.
Statement with regard to Disclosure in Director's Report	As the Company has opted 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.

The Scheme is available for inspection at the Company's Registered Office during business hours on all working days, excluding Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of passing of the above resolutions.

In term of the provisions of relevant regulation of the SEBI (SBEB) Regulations read with Rule 16 of the Companies Rules, consent of the members is being sought by way of a Special Resolution set out at Item No. 8, 9, 10 and 11 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or in the Trust or the aforesaid Special Resolution, except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution proposed at Item No. 8, 9, 10 and 11 of this Notice for your approval.

Dated: August 21, 2019

Place: Mumbai

By Order of the Board of Directors

Ashutosh Naik

Company Secretary

ACS - 15067

Registered Office: IIFL Centre, Kamala
City Senapati Bapat Marg, Lower Parel
Mumbai MH 400013

CIN: U74140MH2008PLC177884

E-mail: secretarial@iiflw.com

Telephone No:022-4876 5600

ANNEXURE 'A' TO THE NOTICE

Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name	Subbaraman Narayan	Nilesh Shivji Vikamsey	Yatin Shah	Karan Bhagat	Shantanu Rastogi	Sandeep Naik
Date of Birth/ Age	76 years	54 years	43 years	41 years	40 years	47 years
Date of first Appointment on the Board	June 25, 2019	May 21, 2013	September 27, 2010	September 27, 2010	February 25, 2016	February 25, 2016
Brief Profile / Resume	Appended Below					
Shareholding in the Company (as on June 30, 2019)	Nil	23,571	33,14,097	306,569	-	-
Board Meetings attended during the year	N.A.	8	6	9	7	8
Experience in Specific Functional Area	Finance, Economics, Accounting, Strategic Management and Public Administration	Accounting, Audit, Taxation, Management Consultancy & Strategic Planning	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.	Investment Banking, Equity Research, Strategic Management, Accounting and Finance.
Qualification(s)	Bachelor's degree and a master's degree in physics from Madras University. He has 40 years of experience in the fields of economics, economic policy, and administration	Chartered Accountant	Bachelor's degree in commerce from the University of Mumbai and a master's degree in science (finance) from Cass Business School, London	Bachelor's degree in commerce from St. Xavier's College, Kolkata and a post graduate diploma in management from the Indian Institute of Management, Bangalore	Bachelor'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	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
Last drawn remuneration (including sitting fees and commission)	Not Applicable	INR 15.40 Lakh	INR 4.00 Crore	INR 5.01 Crore	Not Applicable	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

Directorship in other Companies	<ol style="list-style-type: none"> 1. Seshasayee Paper and Boards Limited 2. Dabur India Limited 3. Apollo Tyres Limited 4. Artemis Global Life Sciences Limited 5. Rudransh Trading Private Limited 6. Andhra Pradesh Urban Infrastructure Asset Management Limited 7. Artemis Medicare Services Limited 8. Shanti Narayan Foundation 9. Castlewood Trading Private Limited 10. IIFL Wealth Finance Limited 	<ol style="list-style-type: none"> 1. Navneet Education Limited 2. Thomas Cook (India) Limited 3. PNB Housing Finance Limited 4. IIFL Finance Limited 5. SBI Life Insurance Company Limited 6. SOTC Travel Limited 7. India Infoline Finance Limited 8. NSEIT Limited 9. Indian Institute of Insolvency Professionals of ICAI 10. ICAI Registered Valuers Organisation 	<ol style="list-style-type: none"> 1. IIFL Wealth Finance Limited 2. IIFL Wealth Securities IFSC Limited 3. Naykia Realty Private Limited 4. IIFL Alternate Asset Advisors Limited 5. India Alternatives Investment Advisors Private Limited 6. IIFL Wealth Advisors (India) Limited 7. IIFL Investment Adviser and Trustee Services Limited 8. CDE Real Estate Private Limited 	<ol style="list-style-type: none"> 1. Kyrush Realty Private Limited 2. NSDL E-Governance Infrastructure Limited 	<ol style="list-style-type: none"> 1. House of Anita Dongre Limited 2. Krishna Institute of Medical Sciences Limited 3. Capital Foods Private Limited 4. Karvy Fintech Private Limited 5. IIT Bombay Development and Relations Foundation 6. Absolute Barbeque Private Limited 7. IIFL Wealth Finance Limited 8. Rubicon Research Private Limited 9. Nobroker Technologies Solutions Private Limited 10. Swasth Foundation 11. IIT Bombay Society for Innovation and Entrepreneurship 12. General Atlantic LLC 	<ol style="list-style-type: none"> 1. General Atlantic Private Limited 2. The Wharton School of the University of Pennsylvania 3. House of Anita Dongre Limited 4. Citiustech Health Care Technology Private Limited 5. The American School of Bombay 6. PT Map Boga AdiperkasaTbk Limited 7. Indiaideas.Com Limited 8. MuSigma, Inc 9. Krishna Institute of Medical Sciences Limited 10. Karvy Fintech Private Limited 11. Rubicon Research Private Limited 12. GAP (Bermuda) Limited; 13. General Atlantic LLC
Chairman/Member in the Committees of the other Boards of companies [Includes only Audit Committee and Stakeholders Relationship Committee (SRC)]	<ol style="list-style-type: none"> 1. IIFL Wealth Finance Limited – Audit Committee 	<ol style="list-style-type: none"> 1. SBI Life Insurance Company Limited – Audit Committee – Member 2. Navneet Education Limited – Audit Committee – Member 3. Thomas Cook (India) Limited – Audit Committee – Chairperson and SRC – Member 4. PNB Housing Finance Limited – Audit Committee – Member 5. India Infoline Finance Limited – Audit Committee – Chairperson 6. IIFL Wealth Management Limited – Audit Committee – Member 7. NSEIT Limited – Audit Committee – Member 	-	-	<ol style="list-style-type: none"> 1. IIFL Wealth Finance Limited – Audit Committee 2. House of Anita Dongre Limited – Audit Committee 3. Krishna Institute of Medical Sciences Limited 	-

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED/ RE-APPOINTED

MR. NILESH VIKAMSEY (CHAIRMAN AND INDEPENDENT DIRECTOR)

Nilesh Vikamsey is a senior partner at KhimjiKunverji& Co LLP, an 82-year-old Chartered Accountants firm (converted to LLP w.e.f. 08-05-2019) and member firm of HLB International. He is presently Member of the Advisory Committee on Mutual Funds & Corporate Governance Committee of Securities and Exchange Board of India (SEBI), Quality Review Board established by the Government of India under the Chartered Accountants Act, 1949, Risk Management Committee of Central Depository Services (India) Limited (CDSL), and Subgroup formed by Audit Committee of Coal India Limited (CIL) to consider revaluation of assets of CIL and its subsidiaries as on 31st March, 2019.

He is the Past President of the Institute of Chartered Accountants of India (ICAI). He was observer on board of International Federation of Accountants and Member of IFAC's Technology Advisory Group. He was a member of IRDA. He was chairman of SEBI's Qualified Audit Report Committee and member of Corporate Governance Committee chaired by Uday Kotak, Primary Market Advisory Committee and committee on Disclosures and Accounting Standards.

He is a speaker/ chairman, at various seminars, meetings, lectures held by various Committees, Regional Councils, Branches & Study Circles of ICAI, Bankers Training College of RBI, Comptroller & Auditor General of India (C&AG) and various other organizations.

MR. SUBBARAMAN NARAYAN (INDEPENDENT DIRECTOR)

Subbaraman Narayanis an Independent Director on the Board of our Company. He holds a bachelor's degree and a master's degree in physics from Madras University. He has 40 years of experience in the fields of economics, economic policy, and administration. He has been a senior research fellow at the Institute of South Asian Studies, National University of Singapore since 2005. He has previously held the positions of finance and economic affairs secretary; economic advisor to the Prime Minister of India; secretary in the Department of Revenue, Ministry of Finance, Government of India;

secretary, Ministry of Petroleum and Natural Gas, Government of India; and secretary, Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.

MR. KARAN BHAGAT (MANAGING DIRECTOR)

Karan Bhagat is the Managing Director of our Company. He holds a bachelor's degree in commerce from St. Xavier's College, Kolkata and a post graduate diploma in management from the Indian Institute of Management, Bangalore. He has approximately two decades of experience in the financial services sector. He is currently responsible for the strategic initiatives undertaken by our Company. He was responsible for establishing a customer-centric private wealth enterprise and was responsible for introducing new offerings such as lending and estate planning services for ultraHNIs. Further, he was responsible for the acquisitions of Wealth Advisors (India) Private Limited and Altiore Advisors Private Limited by our Company. In addition, under his leadership, our Company also launched a fee-based advisory platform that aggregates all of our services into a single offering, called IIFL One. Further, he was responsible for the introduction of an innovative fee structure, which commits to a single fee being charged to the client. He has previously worked with Kotak Mahindra Wealth Management Ltd, where he served as Senior Vice President. He featured in Fortune India's '40 under 40' list in 2016 and 2017 and The Economic Times '40 under 40' list in 2017. He also received the URS Asia One Global Indian of the Year award in 2018.

MR. YATIN SHAH (WHOLE-TIME DIRECTOR)

Yatin Shah is a Whole-time Director on the Board of our Company. He holds a bachelor's degree in commerce from the University of Mumbai and a master's degree in science (finance) from Cass Business School, London. He has significant experience in the financial services sector. He has previously worked with Khandwala Securities Limited and Kotak Mahindra Bank Limited. He has previously been named the 'Best Relationship Manager' by Kotak Mahindra Bank and secured the 'Best Financial Manager' award for the best registered deal by the Asian Institute of Management, Manila.

MR. SHANTANU RASTOGI (NON-EXECUTIVE DIRECTOR)

Shantanu Rastogi is a Nominee Director on the Board of our Company. He is currently a managing director at General Atlantic Singapore Fund Pte Limited, where he is responsible for investments in the financial services, healthcare, and retail and consumer sectors in India and Asia-Pacific. He holds a bachelor'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 14 years of experience in the fields of private equity and finance. He has previously worked as a business consultant with McKinsey & Company India LLP.

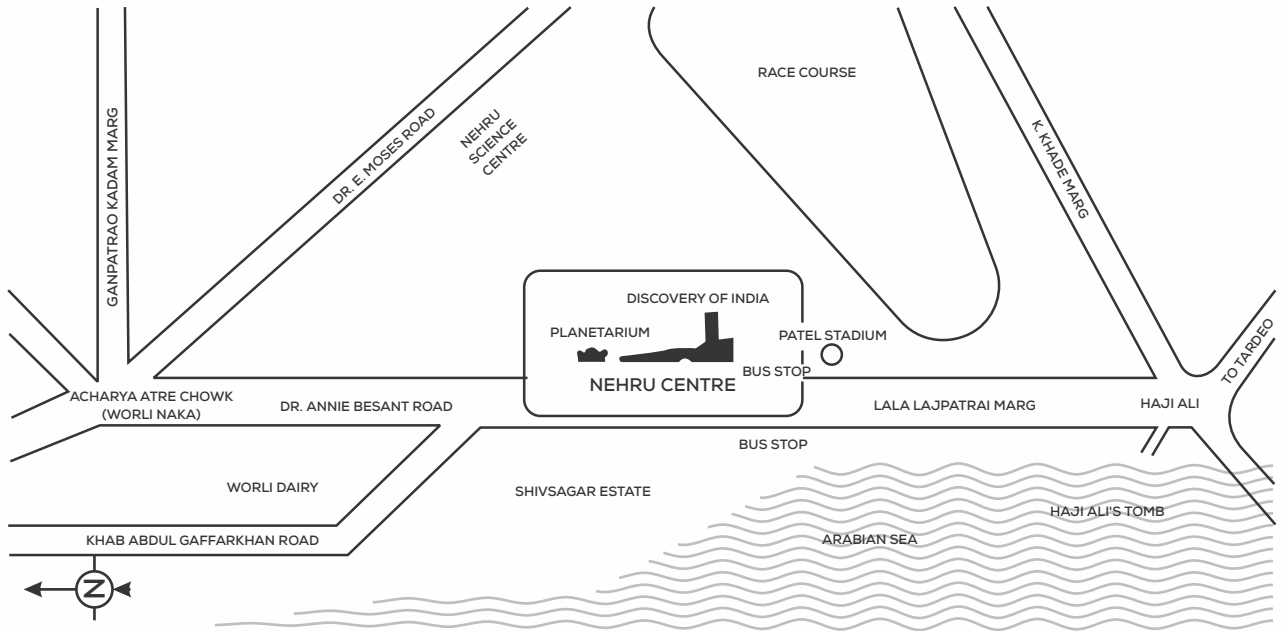
MR. SANDEEP NAIK (NON-EXECUTIVE DIRECTOR)

Sandeep Naik is a Nominee Director on the Board of our Company. He is currently the managing director and head of the 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'.

VENUE MAP OF THE 12th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SEPTEMBER 30, 2019

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



LOCATION MAP OF NEHRU CENTRE

IIFL WEALTH MANAGEMENT LIMITED

CIN No: U74140MH2008PLC177884

Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

Tel. No.: (+91-22) 4876-5600, **Fax No.:** (+91-22) 4646-4706

Email: secretarial@iiflw.com, **Website:** www.iiflwealth.com

Form No. MGT -11

PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]**

TWELFTH ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER 2019 AT 12:00 NOON

Name of the Member(s): _____ _____
Registered Address: _____ _____
E-mail ID: _____
Folio No./DP ID and Client ID: _____

I/We, being the Member(s) of _____ shares of the above
named Company, hereby appoint:-

1. Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, as my/our proxy to attend and vote (on a poll) for me/us
and on my/our behalf at the Twelfth Annual General Meeting of the Company to be held on Monday, September 30, 2019 at
12:00 noon at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment
thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

Resolution No.	Description	For*	Against*
1	TO CONSIDER AND ADOPT: (A) THE AUDITED STANDALONE FINANCIAL STATEMENT(S) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENT(S) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.		
2	TO APPOINT A DIRECTOR IN PLACE OF MR. SANDEEP NAIK (DIN: 02057989), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT;		
3	TO APPOINT A DIRECTOR IN PLACE OF MR. SHANTANU RASTOGI (DIN: 06732021), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT;		
4	TO RE-APPOINT MR. NILESH VIKAMSEY (DIN: 00031213) AS AN INDEPENDENT DIRECTOR OF THE COMPANY;		
5	TO RE-APPOINT MR. KARAN BHAGAT AS A MANAGING DIRECTOR;		
6	TO RE-APPOINT MR. YATIN SHAH AS A WHOLE-TIME DIRECTOR;		
7	TO APPOINT DR. S. NARAYAN, AS AN INDEPENDENT DIRECTOR;		
8	TO APPROVE IIFLW ESOP – 2019;		
9	IMPLEMENTATION OF IIFLW- ESOP 2019, INTER ALIA, THROUGH TRUST;		
10	GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES);		
11	GRANT STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL.		

Signed this day of 2019.

Affix
Revenue
Stamp

.....
Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes:

1. This form of proxy, in order to be effective, must be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting;
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

IIFL WEALTH MANAGEMENT LIMITED

CIN No: U74140MH2008PLC177884

Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

Tel. No.: (+91-22) 4876-5600, **Fax No.:** (+91-22) 4646-4706

Email: secretarial@iiflw.com, **Website:** www.iiflwealth.com

ATTENDANCE SLIP

TWELFTH ANNUAL GENERAL MEETING – SEPTEMBER 30, 2019

Serial No.: _____

Regd. Folio/ DPID/ Client ID	
Name and Address of the Sole/ First named Shareholder as registered with the Company	
Joint Holder 1	
Joint Holder 2	
No. of shares held	

I hereby record my presence at the **TWELFTH ANNUAL GENERAL MEETING** of the Company on Monday, September 30, 2019 at 12 Noon at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018. I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

SHAREHOLDER'S / PROXY'S NAME IN BLOCK LETTERS: _____

SIGNATURE OF THE ATTENDING MEMBER / PROXY: _____

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Members/ Proxy are requested to bring copy of the Annual Report at the meeting.

(Only shareholders/proxies are allowed to attend the meeting)

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	E - Voting Sequence Number (If PAN not updated)	Cut- off date for voting	Voting Period and time
			September 23, 2019	September 25, 2019 at 9.00 A.M.(IST) To September 29, 2019 at 5.00 P.M.(IST)

Note: Please read the instructions printed under the note no. 23 of the Notice dated August 21, 2019 of the Twelfth Annual General Meeting.