

August 27, 2024

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| <p>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 Fax No.: 22723719/ 22723121/ 22722037 BSE Scrip Code: 542773</p> | <p>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Tel No.: 2659 8235 Fax No.: 26598237/ 26598238 NSE Symbol: IIFLSEC</p> |
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Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir(s)/Madam(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, please find enclosed herewith a copy of Notice of Postal Ballot along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI Listing Regulations, for seeking approval of the Members of the Company for the below mentioned Resolutions:

| Sr. No. | Description of Resolution |
|----------------|---|
| 1 | To consider and approve the change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company |
| 2 | To re-appoint Mr. Shamik Das Sharma (DIN: 07779526) as an Independent Director of the Company |

Pursuant to the provisions of Section 110 and other applicable provisions of the Act read with Rules framed thereunder and in accordance with the General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (“hereinafter collectively referred to as “MCA Circulars”), the Postal Ballot Notice along with the Explanatory Statement, is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, August 21, 2024 (“Cut-off Date”)

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period shall commence from Wednesday, August 28, 2024 at 9:00 a.m. (IST) and end on Thursday, September 26, 2024 at 5:00 p.m. (IST). The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

IIFL Securities Limited

Corporate Identity Number: **L99999MH1996PLC132983**

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 6272 7000 • Fax: (91-22) 2580 6654 • E-mail: secretarial@iifl.com • Website: www.iiflsecurities.com



The copy of the said Postal Ballot Notice is being made available on the website of the Company at www.iiflsecurities.com, on the websites of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. It is also being made available on the website of CDSL at the weblink <https://www.evotingindia.com>.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For **IIFL Securities Limited**

Meghal Shah
Company Secretary

Place: Mumbai

Encl: As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"The Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Secretarial Standard – 2 (**"SS-2"**) on General Meetings issued by the Institute of Company Secretaries of India (as amended) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and various subsequent circulars, read with circulars No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (**'MCA Circulars'**), to transact the special business(es) as set out below which are proposed to be passed by the Members of IIFL Securities Limited (**"the Company"**) by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Registrar and Transfer Agent (**'RTA'**) or National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) (collectively referred to as **"Depositories"**).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to proposed Resolutions setting out all material facts concerning each item and reasons thereof, is appended to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depositories. The instructions for e-voting are appended to this Notice under the heading **'Instructions for e-voting' at Note 7'**.

The Board of Directors of the Company vide its circular resolution dated August 23, 2024 have appointed CS Snehal Shah, Proprietor of M/s. Snehal Shah & Associates, Practicing Company Secretaries, Mumbai or failing him CS Pratik M. Shah, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Members holding Equity Shares of the Company as on the Cut-off Date mentioned in this Notice are requested to carefully read the instructions mentioned under the head **'Instructions for e-voting'** in

this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through remote e-voting commencing from Wednesday, August 28, 2024 at 9:00 a.m. (IST) to Thursday, September 26, 2024 at 5:00 p.m. (IST). The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the process provided in the Notes to receive this Notice.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company or the Company Secretary or any other authorised person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting process. The said results, along with the Scrutinizer’s Report, will be placed on the website of the Company (www.iiflsecurities.com) and CDSL (www.evotingindia.com) and displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for remote e-voting i.e. Thursday, September 26, 2024.

Following are the proposed resolutions seeking approval of the Members of the Company through Postal Ballot.

SPECIAL BUSINESS(ES)

Item No. 1

To consider and approve the change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, approval of the Members be and is hereby accorded to change the name of the Company from **“IIFL Securities Limited”** to **“IIFL Capital Services Limited”**;

RESOLVED FURTHER THAT upon the issuance of the ‘Certificate of Incorporation pursuant to change of name’ by the Registrar of Companies, the name **‘IIFL Capital Services Limited’** be substituted for **‘IIFL Securities Limited’** wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

I. The name of the Company is *IIFL Capital Services Limited*.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this Resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”

Item No. 2

To re-appoint Mr. Shamik Das Sharma (DIN: 07779526) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass 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”), the rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company, Mr. Shamik Das Sharma (DIN: 07779526), who holds the office of Independent Director under the first term of 5 (five) years up to January 13, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years w.e.f. January 14, 2025;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to take all such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors

For IIFL Securities Limited

Meghal Shah
Company Secretary
Membership No.: A53569

Date: August 23, 2024

Place: Mumbai

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated

June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (“hereinafter collectively referred to as “MCA Circulars”), this Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on Wednesday, August 21, 2024 (“Cut-off Date”), to be received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) and whose e-mail address is registered with the Company or Registrar and Transfer Agent (‘RTA’) or Depositories. The Member may note that this Notice will also be available on the Company’s website, www.iiflsecurities.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of CDSL, www.evotingindia.com.

3. In accordance with the MCA Circulars, the physical copies of this Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Notice. A person who becomes a Member after the Cut-off Date should treat this Notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

5. Eligible Members who have not registered their E-mail IDs, are required to register the same to receive this Notice and the procedure for remote E-voting along with the login ID and password related details. After successful submission of the e-mail ID, the Company or CDSL will share an electronic copy of the Notice within 48 hours of receiving details of e-mail ID.
6. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at secretarial@iifl.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Thursday, September 26, 2024.

7. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules, including any statutory modification or re-enactment thereof for the time being in force, MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Company is providing facility for voting remotely, only by electronic means, to its Eligible Members and the stated items of Special business shall be transacted only through remote e-voting.

The Company has engaged the services of CDSL for providing remote e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.

- (i) The voting period begins on Wednesday, August 28, 2024 at 9:00 AM (IST) and ends on Thursday, September 26, 2024 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 21, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |

| | |
|---|---|
| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

| | For Physical shareholders 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 physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant 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. |

(v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the Electronic Voting Sequence Number (EVSN) of IIFL Securities Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 delink 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 mandatory 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 viz; secretarial@iifl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company at secretarial@iifl.com or RTA at rnt.helpdesk@linkintime.co.in.**
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For individual Demat Shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

[Pursuant to Section 102 and 110 of the Companies Act, 2013]

The following Statement sets out all the material facts relating to the Resolutions to be passed as mentioned in the accompanying Notice.

Item No. 1

To consider and approve the change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company

IIFL Securities Limited (“the Company”) has a legacy of over two decades and is a key player in the Indian financial services sector. The Company provides broking services, institutional research, investment banking services and distribution of financial products including mutual fund, bonds, portfolio management services, alternative investment funds, etc. Its clientele includes corporates, institutional investors, sovereign wealth funds, international portfolio investors, mutual funds, insurance companies, banks, pension funds, alternative investment funds, trusts, high-net-worth individuals, and retail investors.

In order to position the Company as a broad financial services provider across, and not only equity broking, the Board of Directors of the Company at its meeting held on July 02, 2024, had approved the change in name of the Company from ‘**IIFL Securities Limited**’ to ‘**IIFL Capital Limited**’ or ‘**IIFL Capital Services Limited**’ or such other names as suggested and approved by the Central Registration Centre (“CRC”), Ministry of Corporate Affairs (“MCA”), or any other appropriate authority, subject to the approval of shareholders of the Company, Stock Exchanges i.e. the BSE Limited and National Stock Exchange of India Limited (“NSE”) on which the securities are listed and any other authority as may be required. The new name reflects the wide spectrum of services that the Company provides. Apart from stock broking, the Company today is a leading player in the Investment Banking and distribution of financial products, and is scaling up its affluent wealth management practice.

In this regard, the Company had made an application to NSE seeking prior approval/NOC for change in name of the Company. NSE vide its letter dated July 30, 2024, approved change in name of the Company from “**IIFL Securities Limited**” to “**IIFL Capital Services Limited**”.

Accordingly, the Board of Directors of the Company at its meeting held on July 31, 2024, approved the change in name of the Company from “**IIFL Securities Limited**” to “**IIFL Capital Services Limited**” subject to the approval of CRC, MCA and any other authorities, as may be required, and alter the Memorandum of Association and Articles of Association of the Company and other statutory registrations, bank records etc. subject to approval of the shareholders and other necessary approval, to give effect to the name change.

The Company had made an application for availability and reservation of name change to CRC of MCA. The desired name “**IIFL Capital Services Limited**” is made available to the Company vide its letter dated August 7, 2024.

The proposed change in the name of the Company to “**IIFL Capital Services Limited**” will be effective upon receipt of the Certificate of Incorporation pursuant to change of name of the Company. Consequent upon change of name of the Company, the name “**IIFL Securities Limited**” appearing in Clause I of the Memorandum of Association of the Company and wherever appearing in the Articles of Association, Memorandum of Association, documents, letterhead, Invoices and other stationery(ies) of the Company will be substituted with the new name i.e. “**IIFL Capital Services Limited**”.

Further, it is hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, pursuant to Regulation 45(3) of SEBI Listing Regulations, a certificate from M/s. V. Sankar Aiyar & Co., Chartered Accountants (FRN:109208W) confirming compliance with Regulation 45(1) of SEBI Listing Regulations, 2015, forms part of this Notice as "**Annexure A**".

A copy of the proposed altered Memorandum of Association and altered Articles of Association will be made available for inspection to Member upon request in the manner as specified in Note No. 6 of this Notice.

Pursuant to the provisions of the Act and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum of Association and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution.

The Board recommends, in the best interest of the Company, that the Special Resolution set out at Item No. 1 in this Notice be passed as a Special Resolution by the shareholders.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 2

To re-appoint Mr. Shamik Das Sharma (DIN: 07779526) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Shamik Das Sharma (DIN: 07779526) was appointed as an Independent Director on the Board of the Company for a term of five (5) consecutive years with effect from January 14, 2020. Accordingly, his term as an Independent Director on the Board of the Company is due to expire on January 13, 2025.

The Board of Directors based on the performance evaluation and considering the rich experience, knowledge and valuable contribution of Mr. Sharma in the deliberations during the Board/Committee meetings, and on recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Sharma as an Independent Director for a second term of five (5) consecutive years effective from January 14, 2025, vide its resolution passed by circulation on August 23, 2024, subject to the approval of the shareholders and Regulators/Exchanges, as may be required.

Mr. Sharma is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. He has an experience of more than 23 years as a Computer Scientist and is one of India's leading Product and Technology experts. His knowledge and extensive experience in the area of technology shall help the Company to enhance digital transformation, infrastructure modernization, cybersecurity and next generation technologies leading to innovation and helping to stay ahead of the curve. In view of this, the re-appointment of Mr. Shamik Das Sharma as an Independent Director is in the interest of the Company.

Mr. Sharma is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent relating thereto. The Company has also received declaration from Mr. Sharma that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI

Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority. The Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member, proposing his candidature for re-appointment in the office of Independent Director.

The requisite details and information pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the “**Annexure -B**” to the Notice.

Mr. Sharma shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board/Committee meetings and commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, the approval of Members is sought for re-appointment of Mr. Shamik Das Sharma as an Independent Director on the Board of the Company by passing a Special Resolution.

Mr. Shamik Das Sharma is interested in the resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Relatives of Mr. Shamik Das Sharma may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

By order of the Board of Directors

For IIFL Securities Limited

Meghal Shah
Company Secretary
Membership No.:A53569

Date: August 23, 2024
Place: Mumbai
Email: secretarial@iifl.com

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

Certificate of Compliance with Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date: July 31, 2024

To,
The Board of Directors
IIFL Securities Limited
Thane

1. We, M/s V Sankar Aiyar & Co., Chartered Accountants are the Statutory Auditors of M/s IIFL Securities Limited ("the Company"), having its registered office at IIFL House, Sun Infotech Park, Road No 16V, Plot No B-23, Thane Industrial Area, Thane, Maharashtra – 400 604. We have been requested by the Company to verify and certify compliance with Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") with respect to the proposed change in the name of the Company from "M/s IIFL Securities Limited" to "M/s IIFL Capital Services Limited".
2. The Board of Directors of the Company have at its meeting held on July 2, 2024 approved the change in name of the Company from "M/s IIFL Securities Limited" to "M/s IIFL Capital Limited" or "M/s IIFL Capital Services Limited", subject to the approval of the Registrar of Companies, Central Registration Centre ("CRC"), Ministry of Corporate Affairs ("MCA") and any other Regulatory Authorities, as may be applicable and subject to the approval of the Shareholders in General Meeting, on the basis of the following rationale recorded therein:

"It was apprised that the current name of the Company (i.e. IIFL Securities Limited) alludes to only Equity broking as the principal line of business. It did not do justice to holistic set of product offerings that ISL provides to clients. Hence, to align the market positioning of the Company as a full service provider across not only equity broking but also Investment banking, Institutional research, wealth and asset management products, it was proposed to change the name of the Company from IIFL Securities Limited to IIFL Capital Limited or IIFL Capital Services Limited any other name as suggested and approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs, SEBI or any other appropriate authorities. This would correctly reflect the wider product coverage spectrum of the Company as well as its commitment to provide comprehensive financial solutions to the clients".

3. We are informed that the Company has received prior approval from the National Stock Exchange of India Limited for change in name of the Company from "M/s IIFL Securities Limited" to "M/s IIFL Capital Services Limited" vide its Letter dated July 30, 2024.



4. Based on our verification of the books of account and other documents produced before us for verification including the certified true copy of the Board Resolution dated July 2, 2024 as in para 2 above and the prior approval received from the National Stock Exchange for change of name of the Company and representation received from the Company, we hereby certify that the Company has complied with the following conditions prescribed in Regulation 45(1) of the SEBI LODR:
- (a) A time period of at least one year has expired from the last name change; and
 - (b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the activities suggested by the new name.
5. This Certificate is issued for submission by the Company to SEBI and the Stock Exchanges or any other concerned authority along with application for change of name and cannot be used for any other purpose without our consent in writing.



Place: Mumbai
Date: July 31, 2024

For V. Sankar Aiyar & Co.,
Chartered Accountants
(FRN. 109208W)

S Nagabushanam

S Nagabushanam
Partner
(M.No. 107022)
UDIN: 24107022BKFGTL9155

Annexure -B

Information pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

| Particulars | Mr. Shamik Das Sharma |
|---|--|
| Age | 55 years |
| Nationality | Indian |
| Date of first appointment on the Board | January 14, 2020 |
| Qualifications | Masters in Science (M.S.) with specialization in Computer Science from the University of Maryland, USA, and B. Tech in Computer Science and Engineering from Indian Institute of Technology (IIT), Kharagpur. |
| Brief resume including expertise in specific functional areas | Mr. Shamik Das Sharma is a Non-Executive Independent Director on the Board of the Company. He has an experience of more than 23 years as a Computer Scientist and more than 13 years of experience as Vice President and CXO roles at various private companies. He is one of India's leading Product and Technology experts. He has over two decades of experience crafting technical products, taking them to market, building strong teams, and instituting a tech-oriented culture in organizations. As a founder, senior executive and investor, he has worked with small and large companies across diverse domains in the Bay Area and Bangalore. He is currently the Senior Vice President at Atlassian and previously held roles as General Manager at Curefit and CTO/CPO at Myntra. |
| Number of shares held in the Company as on March 31, 2024 | Nil |
| Directorships held in other public companies (excluding foreign companies) as on March 31, 2024 | Nil |
| Attendance in number of Board eligible during the financial year 2023-24 | Seven of Seven |
| Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee in public limited companies) as on March 31, 2024 | Nil |
| Relationships between Directors inter-se | None |
| Past Remuneration details (Rs. in million) (FY2023-24) | 1.40 |
| Stock Option (Exercised and allotted in no.) | Nil |

By order of the Board of Directors

For IIFL Securities Limited

Meghal Shah
Company Secretary
Membership No.:A53569

Date: August 23, 2024

Place: Mumbai

Email: secretarial@iifl.com

Registered Office:

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