



IIFL Finance Limited

CIN: L67100MH1995PLC093797

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

Tel: (91-22) 4103 5000; **Fax:** (91-22) 2580 6654

E-mail: shareholders@iifl.com, **Website:** www.iifl.com

Notice of Extra-Ordinary General Meeting

Notice is hereby given to the Members of IIFL Finance Limited (the “Company”) that an **Extra-Ordinary General Meeting** (the “EGM”) of the Company will be held on Friday, March 20, 2026 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

To consider, and, if thought fit, approve Material Modification to the existing Material Related Party Transaction(s) with IIFL Home Finance Limited and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification to the existing resolution passed by the members at the Annual General Meeting of the Company held on July 18, 2025 and pursuant to the provisions of Sections 177, 188, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Company’s Policy on Related Party Transactions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the approval and recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, (which term shall be deemed to include any Committee thereof), for entering into and/or continue to enter into arrangements, transactions and contracts (whether by way of an individual transaction or a series of transactions taken together) with IIFL Home Finance Limited, a material subsidiary of the Company and a related party, whether by way of renewal, extension, modification or execution of transactions, thereby resulting in material modification to the existing Material Related Party Transactions pursuant to the additional Material Related Party Transactions proposed to be entered into with IIFL Home Finance Limited as more particularly set out in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Members hereby approve the revision in the nature and value of transactions, pursuant to which the Company’s limit for Material Related Party Transactions with IIFL Home Finance Limited stands increased by ₹2,400 Crore; and accordingly, the cumulative limit for such Material Related Party Transactions shall stand revised to ₹5,492 Crore, as provided in the explanatory statement, subject to the condition that all such transactions shall be undertaken in the ordinary course of business and on an arm’s length basis;

RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”, which term shall include any Committee thereof) be and is hereby authorized to finalize, negotiate, execute, amend, vary, modify or terminate, as may be required, any agreement(s), document(s), contract(s), arrangement(s) or undertaking(s) in relation to such transactions, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including to settle any question, doubt or difficulty that may arise in this regard.”

By Order of the Board of Directors

For **IIFL Finance Limited**

Samrat Sanyal

Company Secretary & Compliance Officer
ACS - 13863

Registered Office:

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

CIN: L67100MH1995PLC093797

E-mail: shareholders@iifl.com

Telephone No.: (91-22) 4103 5000

Corporate Office:

802, 8th Floor, Hubtown Solaris, N. S. Phadke Marg,
Vijay Nagar, Andheri East, Mumbai - 400 069

Date: February 25, 2026

Place: Mumbai

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NOTES:

1. The Extra Ordinary General Meeting (EGM) of the Company is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, and various subsequent Circulars latest being General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA Circulars, the EGM of the Company is being held through VC/OAVM. The venue of EGM shall be deemed to be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act (Explanatory Statement), setting out the material facts in respect of Item No. 1 (being special businesses) proposed to be transacted at the EGM, is annexed hereto.
3. Members attending the EGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
4. Members entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on its behalf and the proxy need not be a member of the Company. However, pursuant to circulars issued by MCA, EGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Pursuant to the provisions of Section 113 of the Act, Corporate Members are entitled to appoint authorized representatives to attend and vote on their behalf at the Meeting, including for remote e-voting and voting during the EGM conducted through VC/OAVM.

Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and, if applicable, a Power of Attorney authorizing such representative to attend and vote at the Meeting. The said documents should be submitted in PDF or JPEG format from their registered email address to shareholders@iifl.com.

Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the Meeting.
6. In compliance with the aforesaid MCA Circulars and Circulars issued by Securities and Exchange Board of India dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, and various subsequent Circulars latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, (collectively referred to as "SEBI Circulars"), Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, February 20, 2026. Members may note that the Notice of EGM will also be available on the website of the Company i.e. www.iifl.com, and the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of EGM is also available on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime"), Registrar to an Issue and Share Transfer Agent ("RTA") at <https://instavote.linkintime.co.in>.
7. The business set out in this Notice shall be transacted through electronic voting, and the Company is pleased to provide its Members with the facility of voting by electronic means. The instructions and other information relating to remote e-voting and e-voting at the Meeting are provided in Note No. 16 of this Notice.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to the Company at shareholders@iifl.com.
9. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with MUFG Intime/their Depository Participants, in respect of shares held in physical/ electronic mode, respectively.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the Registrar

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and Share Transfer Agents of the Company i.e. MUFG Intime in case the shares are held by them in physical form.

11. SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated that Listed Companies to issue securities in demat form only while processing service requests such as the issue of duplicate securities certificates, claims from unclaimed suspense accounts, renewal/ exchange of securities certificates, endorsement, subdivision/ splitting of securities certificates, consolidation of securities certificates/folios, transmission, and transposition. Furthermore, SEBI, through Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022, simplified the procedure and standardized the format of documents for the transmission of securities. Accordingly, Members are requested to submit service requests by duly filling and signing Form ISR-4 or ISR-5 (for transmission). The format of these forms is available on the Company's website at <https://storage.googleapis.com/iifl-finance-storage/files/2022-02/ISR-4.pdf> and on the website of MUFG Intime.

Members holding equity shares of the Company in physical form are requested to get their equity shares converted into demat/electronic form to avail the inherent benefits of dematerialization. Please note that, as per SEBI regulations, physical transfer of equity shares and issuance of equity shares in physical form have been disallowed.

Members are accordingly requested to open a Demat account with any Depository Participant having registration with SEBI or alternatively, contact MUFG Intime to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/Investors/faqs.html> for further understanding the demat procedure

12. Members having any queries, complaints, or grievances are requested to contact us at shareholders@iifl.com.
13. Members seeking any information/desirous of asking any questions at the EGM with regard to any matter to be placed at the EGM are requested to send email mentioning their names, DP ID and Client ID/Folio No. and Mobile No. to the Company at shareholders@iifl.com, at least 7 days before the EGM. The same will be replied by the Company suitably.
14. 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 Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means.

- ii. Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, March 13, 2026 only shall be entitled to avail the facility of e-voting.

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

Commencement of e-voting: From 9:00 a.m. (IST) on Monday, March 16, 2026

End of e-voting: Up to 5:00 p.m. (IST) on Thursday, March 19, 2026

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

- iv. The Company has engaged the services of MUFG Intime to provide remote e-voting facility to the Members.
- 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. Friday, March 13, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- vi. Members who are holding shares in physical form or non-individual Members who acquire shares of the Company and become a Member of the Company after the Notice has been sent electronically by the Company, and hold shares as on the cut-off date i.e. Friday, March 13, 2026, may obtain the User ID and Password by sending a request at rnt.helpdesk@in.mpms.mufig.com.

Note: To raise an email query following is the link: https://web.in.mpms.mufig.com/helpdesk/Service_Request.html. However, if they are already registered with MUFG Intime for remote e-voting, then they can use their existing User ID and Password for casting the vote.

- vii. In case of individual Member holding securities in demat mode and who acquires shares of

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the Company after the Notice has been sent electronically by the Company and holds shares as on the cut-off date i.e. Friday, March 13, 2026, may follow steps mentioned in the Notice of the Meeting under "Information and other instructions relating to remote e-voting."

- viii. Members will be provided with the facility for voting through an electronic voting system during the VC/ OAVM proceedings at the Meeting and Shareholders participating at the Meeting, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the Meeting. Shareholders who have cast their vote by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-Voting.
- ix. Once the vote on a Resolution is cast by the Member, the Member will not be allowed to change it subsequently or cast the vote again.
- x. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- xi. Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Board of Directors have appointed CS Nilesh Shah (FCS - 4554) or failing him CS Mahesh Darji (FCS - 7175) or failing him CS Hetal Shah (FCS - 8063), Partners of M/s. Nilesh Shah and Associates, Mumbai as Scrutinizer for conducting

the remote e-voting process and e-voting in a fair and transparent manner. They have communicated their willingness for appointment and availability for the said purpose. The decision of the Scrutinizer on the validity of the votes cast, process of remote e-voting/ e-voting, and the declaration of results shall be final and binding on the Company and the Members.

- xii. The Scrutinizer, after scrutinizing the votes, within two working days from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company i.e. www.iifl.com. The results shall simultaneously be communicated to the Stock Exchanges.
 - xiii. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. Friday, March 20, 2026.
15. Procedure for joining the EGM through VC/ OAVM can be accessed from the following link: https://storage.googleapis.com/iifl-finance-storage/files/investor/financials/VC_Instructions_24-25.pdf
16. Information and other instructions relating to remote e-voting are as under:
- In terms of SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, 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 E-mail Id correctly in their Demat Account(s) to access remote e-Voting facility.

Login method for Individual Shareholders holding securities in Demat mode:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	METHOD 1 - NSDL IDeAS facility Shareholders registered for IDeAS facility: a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". b) Click on "Beneficial Owner" icon under "IDeAS Login Section". c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services. d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
	Shareholders not registered for IDeAS facility: a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit". c) Enter the last 4 digits of your bank account / generate 'OTP' d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

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Type of Members	Login Method
	Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  
Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	METHOD 2 - NSDL e-voting website - Visit URL: https://www.evoting.nsdl.com - Click on the "Login" tab available under 'Shareholder/Member' section. - Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen. - Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. - Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. METHOD 3 - NSDL OTP based login - Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp - Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. - Enter the OTP received on your registered email ID/ mobile number and click on login. - Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. - Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
	METHOD 1 - CDSL Easi/ Easiest facility: Shareholders registered for Easi/ Easiest facility: - Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab. - Enter existing username, Password & click on "Login". - Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. Shareholders not registered for Easi/ Easiest facility: - To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration - Proceed with updating the required fields for registration. - Post successful registration, user will be provided username and password. Follow steps given above in points (a-c). METHOD 2 - CDSL e-Voting Page Individual Shareholders directly visiting the e-voting website of CDSL - Visit URL: https://www.cdslindia.com - Go to e-voting tab. - Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit". - System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Type of Members	Login Method							
Individual Shareholders holding Securities in Demat mode with Depository Participant	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility. a) Login to DP website b) After Successful login, user shall navigate through “e-voting” option. c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.							
	Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under. STEP 1: LOGIN / SIGNUP to InstaVote Shareholders registered for INSTAVOTE facility: a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab. b) Enter details as under: - User ID: Enter User ID - Password: Enter existing Password - Enter Image Verification (CAPTCHA) Code - Click “Submit”. (Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”) <table><tr><td rowspan="3">InstaVote USER ID</td><td>NSDL</td><td>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</td></tr><tr><td>CDSL</td><td>User ID is 16 Digit Beneficiary ID.</td></tr><tr><td>Shares held in physical form</td><td>User ID is Event No Folio no, registered with the Company</td></tr></table>	InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).	CDSL	User ID is 16 Digit Beneficiary ID.	Shares held in physical form	User ID is Event No Folio no, registered with the Company
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	CDSL		User ID is 16 Digit Beneficiary ID.					
	Shares held in physical form	User ID is Event No Folio no, registered with the Company						
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	Shareholders not registered for INSTAVOTE facility: a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under: - User ID: Enter User ID - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format) - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company. - Shareholders holding shares in NSDL form, shall provide ‘point 4’ above - Shareholders holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above - Set the password of your choice. (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). - Enter Image Verification (CAPTCHA) Code. - Click “Submit” (You have now registered on InstaVote). Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b). <table><tr><td rowspan="3">InstaVote USER ID</td><td>NSDL</td><td>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</td></tr><tr><td>CDSL</td><td>User ID is 16 Digit Beneficiary ID.</td></tr><tr><td>Shares held in physical form</td><td>User ID is Event No Folio no, registered with the Company</td></tr></table>	InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).	CDSL	User ID is 16 Digit Beneficiary ID.	Shares held in physical form	User ID is Event No Folio no, registered with the Company
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Type of Members	Login Method
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	STEP 2: Steps to cast vote for Resolutions through InstaVote - Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting". - Select 'View' icon. E-voting page will appear. - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). - After selecting the desired option i.e. Favour / Against, click on 'Submit'. - A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission. Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration	- Visit URL: https://instavote.linkintime.co.in - Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund" - Fill up your entity details and submit the form. - A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. - Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)
STEP 2 – Investor Mapping	- Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. - Click on "Investor Mapping" tab under the Menu Section - Map the Investor with the following details: 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID. 'Investor's Name' – Enter Investor's Name as updated with DP. 'Investor PAN' – Enter your 10-digit PAN. 'Power of Attorney' – Attach Board resolution or Power of Attorney. NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures. - Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

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STEP 3 – Steps to cast vote for Resolutions through InstaVote	The corporate shareholder can vote by two methods, during the remote e-voting period. METHOD 1 - VOTES ENTRY - Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. - Click on "Votes Entry" tab under the Menu section. - Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events". - Enter "16-digit Demat Account No.". - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. - A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). METHOD 2 - VOTES UPLOAD - Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. - After successful login, you will see "Notification for e-voting". - Select "View" icon for "Company's Name / Event number". - E-voting page will appear. - Download sample vote file from "Download Sample Vote File" tab. - Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option. - Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).
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Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the **"Forgot Password"** option available on: <https://instavote.linkintime.co.in>

- Click on **'Login'** under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Notice of Extra-Ordinary General Meeting

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS

Item No. 1

In terms of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the applicable provisions of the Companies Act, 2013 (the "Act"), as amended, prior approval of members by means of an ordinary resolution is required for all Material Related Party Transactions ("RPT") and subsequent material modifications as defined by the Audit Committee of the Company.

Further, in terms of Regulation 23(1) of Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds prescribed under Schedule XII to the Listing Regulations, being 10% of annual consolidated turnover of the Company.

Furthermore, the Members of the Company, at the 30th Annual General Meeting ("30th AGM") held on July 18, 2025, had approved, by way of an Ordinary Resolution, the existing Material Related Party Transactions with IIFL Home Finance Limited ("IIFL HFC"), a material subsidiary and related party of the Company, for an aggregate amount not exceeding ₹3,092 Crore valid for a period from 30th AGM, upto the next AGM to be held in FY 2026-27.

It is now proposed to include transactions relating to Direct Assignment and Sale of Loan exposures to IIFL HFC for an aggregate amount of ₹2,400 Crore.

All other material related party transactions approved at the 30th AGM with IIFL HFC shall remain unchanged. The details of the existing RPT limits alongside the proposed revised limits with IIFL HFC are as follows:

(₹ in crores)

Sr. No.	Type of Transaction	Existing Limits	Proposed Revised Limits
1.	Inter-Corporate Deposit given	1,300	1,300
2.	Inter-Corporate Deposit taken	1,300	1,300
3.	Investment in/Issue of Debentures and other securities (other than Shares)/ Purchase/ Sale of Investment	400	400
4.	Cost allocation Received/ Paid	7	7
5.	Reimbursement of expenses on actuals	15	15
6.	Arrangement for providing leads/clients to IIFL Finance including business correspondent deals & vice versa (Limit for each transaction type)	15	15
7.	Share Broker Agreement	-	-
8.	Brokerage/Commission paid on NCDs	-	-
9.	Purchase /Sale of Fixed assets	4	4
10.	Payout/Servicing Fee on loans assigned	51	51
11.	Rental expenses	-	-
12.	Direct Assignment (DA) Sale of Loans	-	1,200
13.	Sale of Loans	-	1,200
Total		3,092	5,492

In this regard, the members are hereby apprised that the proposed Material Modification to the RPT has been approved by the Audit Committee vide resolution passed by circulation on February 25, 2026, and has also been approved by the Board of Directors at its meeting held on February 25, 2026, and have recommended the same for approval of the members.

The Members are further apprised that the proposed modification w.r.t. increase in the limit for Direct Assignment of Loan and/or Sale of Loan, has been recommended with

the objective of consolidating certain Loan portfolios within a single entity i.e., IIFL HFC. This strategic realignment is expected to enhance operational and resolution efficiency through integrated management and harmonized systems, while also streamlining the administration and monitoring of such loan accounts through strengthened governance and reporting frameworks. It is further anticipated to improve collection performance by enabling coordinated recovery efforts and a unified collection infrastructure, and to reduce overlap and duplication of functions currently spread across multiple entities, thereby improving overall cost efficiency.

Notice of Extra-Ordinary General Meeting

In addition, the consolidation is expected to result in superior customer service through a centralized servicing mechanism and to establish a more robust, consolidated risk management framework for the loan segment(s), fostering better control, compliance, and comprehensive portfolio oversight.

This consolidation initiative aligns with the Company's long-term strategic priorities of simplifying group structures, strengthening operational efficiency, and ensuring adherence to regulatory expectations governing related party transactions, group level exposure management, and prudential governance practices.

The proposed modification relates only to the restructuring

and consolidation of operational responsibilities and does not alter the nature, commercial substance, or overall financial impact of the transaction in a manner that would be prejudicial to the interests of the Company or its members. The terms continue to remain fair, reasonable, and in the ordinary course of business, and are on an arm's length basis as reviewed and affirmed by the Audit Committee and the Board of Directors, and is not prejudicial to the interests of the Company or its members.

Further, pursuant to Circular(s) issued by SEBI in relation to Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the details as required in the aforesaid Circular(s) is as under:

Minimum Information to be provided to the shareholders for approval of Material RPTs:

Sr. No.	Particulars	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer Annexure A
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed modification w.r.t. increase in the limit for Direct Assignment of Loan and/or Sale of Loan, has been recommended with the objective of consolidating certain Loan portfolios within a single entity i.e., IIFL HFC. This strategic realignment is expected to enhance operational and resolution efficiency through integrated management and harmonized systems, while also streamlining the administration and monitoring of such loan accounts through strengthened governance and reporting frameworks. It is further anticipated to improve collection performance by enabling coordinated recovery efforts and a unified collection infrastructure, and to reduce overlap and duplication of functions currently spread across multiple entities, thereby improving overall cost efficiency. In addition, the consolidation is expected to result in superior customer service through a centralized servicing mechanism and to establish a more robust, consolidated risk management framework for the loan segment/s, fostering better control, compliance, and comprehensive portfolio oversight.
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee, vide resolution passed by Circulation dated February 25, 2026, has reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed material modification to the RPT has been approved by the Audit Committee vide resolution passed by circulation on February 25, 2026, and has also been approved by the Board of Directors at its meeting held on February 25, 2026. The Board has accordingly recommended the proposed modification for approval of the Members.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	NA

6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making	NA
7.	Any other information that may be relevant.	NA

Annexure A

Minimum Information provided to the Audit Committee for approval of Related Party Transaction

Part A - Minimum information of the proposed Related Party Transaction

A(1) - Basic Details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	IIFL Home Finance Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Company is a housing finance Company registered with National Housing Bank. It is one of the India's leading affordable housing finance Companies.

A(2) - Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	- IIFL Home Finance Limited is a material subsidiary of IIFL Finance Limited. IIFL Finance Limited holds 79.59% (2,09,68,181 equity shares) of paid-up share capital of IIFL Home Finance Limited. - Nature of interest: Financial - Section 19 of the Companies Act, 2013 prohibits subsidiaries from holding shares in its holding company. - Further, the related party is not a partnership firm or a sole proprietorship concern or a body corporate without share capital.

A(3) - Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
		Sr. No.	Nature of Transactions	Amount (₹ in crores)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year ie.: FY 2024-2025. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	1.	Interest expense	6.38
		2.	Inter Corporate Deposit (ICD) / loan taken	800.00
		3.	ICD / loan returned	800.00
		4.	Purchase of Investment	109.50
		5.	Allocation / reimbursement of expenses paid	1.16
		6.	Allocation / reimbursement of expenses paid others	0.11
		7.	Allocation / reimbursement of expenses received	5.11
		8.	Allocation / reimbursement of expenses received others	0.30
		9.	Purchase of Fixed assets	0.20
		10.	Sale of Fixed assets	0.20
		11.	Assignment/ Securitisation transactions paid on behalf	27.61
		12.	Commission/ fees on corporate guarantee given	3.61
		Total		1,754.18
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought i.e., upto December 31, 2025	Sr. No.	Nature of Transactions	Amount (₹ in crores)
		1.	Interest expense	19.61
		2.	ICD / loan taken	1,150.00
		3.	ICD / loan returned	1,150.00
		4.	Allocation / reimbursement of expenses paid	0.90
		5.	Allocation / reimbursement of expenses received	6.07
		6.	Allocation / reimbursement of expenses received others	0.03
		7.	Purchase of Fixed assets	0.01
		8.	Sale of Fixed assets*	0.00

Sr. No.	Particulars of the information	Information provided by the management	
		9. Assignment/ Securitisation transactions paid on behalf	12.08
		10. Commission/ fees on corporate guarantee given	1.76
		11. ESOP Reimbursement	0.03
		Total	2,340.50
		<i>*amount less than Rupees fifty thousand</i>	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	

A(4) - Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management		
		Sr. No.	Nature of Transactions	Amount (₹ in crores)
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1.	Direct Assignment (DA) Sale of Loans	1,200.00
		2.	Sale of Loans	1,200.00
		Total		2,400.00
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. (Total of A(4)-1/ Annual Turnover for IIFL Finance Consol for FY25)	23%		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year. (Total of A(4)-1/ Annual Turnover for IIFL Home Finance Standalone for FY25)	65%		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available. (Total of A(4)-1/Annual Turnover for IIFL Home Finance Consolidated for FY25).	65%		
6.	Financial performance of the related party for the immediately preceding financial year i.e FY25	Sr. No.	Nature of Transactions	Amount (₹ in crores)
		1.	Turnover	3,711.56
		2.	Profit After Tax	995.16
		3.	Net worth	7,490.32

A(5) - Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management	
		Nature of Transactions	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Direct Assignment (DA) Sale of Loans	Sale/ Direct assignment of loans to related party
2.	Details of each type of the proposed transaction	Sale of Loans	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto the next AGM to be held in FY 2026-27	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	NA	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed modification w.r.t. increase in the limit for Direct Assignment of Loan and/or Sale of Loan, has been recommended with the objective of consolidating certain Loan portfolios within a single entity i.e., IIFL HFC. This strategic realignment is expected to enhance operational and resolution efficiency through integrated management and harmonized systems, while also streamlining the administration and monitoring of such loan accounts through strengthened governance and reporting frameworks. It is further anticipated to improve collection performance by enabling coordinated recovery efforts and a unified collection infrastructure, and to reduce overlap and duplication of functions currently spread across multiple entities, thereby improving overall cost efficiency. In addition, the consolidation is expected to result in superior customer service through a centralized servicing mechanism and to establish a more robust, consolidated risk management framework for the loan segment/s, fostering better control, compliance, and comprehensive portfolio oversight.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	There is no interest other than Common Directorship	
	a. Name of the director / KMP	■ Mr. Nirmal Jain ■ Mr. R Venkataraman ■ Mr. Ramakrishnan Subramanian	
	b. Shareholding of the director / KMP, in the related party	NA	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA	
9.	Other information relevant for decision making	NA	

Part B - Information to be provided only if a specific type of RPT is proposed to be undertaken
B(1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	NA
2.	Basis of determination of price	The proposed Related Party Transactions shall be undertaken in the ordinary course of business and on an arm's length basis
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

Accordingly, the approval of the Members is sought for passing the Ordinary Resolutions set out at Item No. 1 of the Notice. The Board recommends the Ordinary Resolution set out in this Notice for the approval of the Members.

Except for their shareholding interest in the Company and/or position in the related party entities, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the proposed resolution.

By Order of the Board of Directors

For **IIFL Finance Limited**

Samrat Sanyal

Company Secretary & Compliance Officer

ACS - 13863

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Date: February 25, 2026

Place: Mumbai