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 POSTAL BALLOT

Dear Members,

Notice is hereby given that in accordance with Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013, **(the "Act")**, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 and various subsequent Circulars latest being General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs **("MCA")** (collectively referred to as the **"MCA Circulars")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable Laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolutions as set out in this Notice are proposed for consideration and approval by the Members of **IIFL Finance Limited (the "Company")** (as on the Cut-off Date) is sought by means of Postal Ballot, only by way of voting through electronic means **("remote e-voting").**

An Explanatory Statement pursuant to Section 102(1) and all other applicable provisions of the Act pertaining to the proposed resolutions setting out all the material facts and additional information as required under the Listing Regulations and SS-2, is annexed to this Notice of Postal Ballot **(the "Notice")**.

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

Commencement of remote e-voting: From 9:00 a.m. (IST) on Wednesday, January 7, 2026.

End of remote e-voting: Till 5:00 p.m. (IST) on Thursday, February 5, 2026.

In compliance with the aforesaid MCA Circulars, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar to an Issue and Share Transfer Agent **("RTA")** of the Company or with the Depository(ies)/ Depository Participant(s), as the case may be and whose names appear in the Register of Members/ List of Beneficial Owners of the Company provided by the Depositories as on Friday, January 2, 2026 (i.e. the **"Cut-off Date")**. Members may note that the Notice shall be available on the website of the Company i.e. www.iifl.com, website of BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") at www.bseindia.com and www.nseindia.com, respectively, and the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) **("MUFG Intime")**, RTA of the Company at https://instavote.linkintime.co.in.

The communication of assent, dissent or abstention by the Members on the resolution(s) proposed in the Notice will only take place through the remote e-voting system. The Company has engaged the services of MUFG Intime for the purpose of providing remote e-voting facilities to all its Members. Members are requested to read the instructions provided in the Notes to this Notice to cast their votes electronically.

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 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, the Postal Ballot process, and the declaration of results shall be final and binding on the Company and the Members.

The Scrutinizer shall, after completion of scrutiny of the votes cast, submit a consolidated Scrutinizer's report, to the

Chairperson of the Company or to a person so authorised. In accordance with Regulation 44(3) of the Listing Regulations, the results of the Postal Ballot through remote e-voting will be announced within two working days i.e. on or before Monday, February 9, 2026, at the Registered Office and Corporate Office of the Company and the same, along with the Scrutinizer's Report, will be placed on the website of the Company i.e. www.iifl.com and on the website of the RTA i.e. https://instavote.linkintime.co.in. The results will simultaneously be communicated to the Stock Exchanges.

The proposed resolutions, if approved, shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e., Thursday, February 5, 2026, by the requisite majority of Members through Postal Ballot.

SPECIAL BUSINESSES:

Item No. 1: To consider and approve the enhancement of borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of earlier resolution passed in this regard at the 24th Annual General Meeting of the Company held on September 30, 2019 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"), rules made thereunder and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, the consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to borrow any sum or sums of monies from time to time, including but not limited to borrowings by way of loans, financial facilities, non-fund based banking facilities as may result in funded exposure upon invocation, through the issuance of debentures, commercial papers or such other form(s), upon such terms and conditions as to interest, repayment, or otherwise, whether secured or unsecured, as the Board may think fit for the purposes of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up share Capital, free Reserves (reserves not set apart for any specific purpose) and securities premium provided that the total principal amount that may be borrowed, including any change on account of fluctuation in the exchange rate, (exclusive of interest, additional interest, compound interest, commitment charges, and other costs) by the Board of Directors of the Company and outstanding at any point of time, shall not exceed ₹60,000 Crores (Rupees Sixty Thousand Crores only);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, in its absolute discretion, to take all necessary, proper, expedient or desirable actions in connection with the borrowings approved herein, including but not limited to negotiating, finalizing and executing all agreements, deeds, documents and instruments with lender(s), agent(s), trustee(s) and other parties, determining and varying the terms and conditions of such borrowings including interest rate, tenure, repayment schedule, security and covenants, obtaining and complying with all statutory, and regulatory approvals, consents and permissions as may be required under applicable laws, and to undertake all acts, deeds, matters and things incidental, consequential or connected thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of Directors, Director(s), or officer(s) of the Company as it may deem fit, and to empower such persons to take all necessary steps, sign, execute and deliver agreements, deeds, documents and instruments, and to perform all acts, deeds, matters and things as may be incidental, consequential or connected thereto."

Item No. 2: To consider and approve the enhancement of limits under Section 180(1)(a) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of the earlier resolution passed in this regard at the 24th Annual General Meeting of the Company held on September 30, 2019, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act"), rules made thereunder, relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its

powers including the powers conferred by this Resolution) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, or, where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), and/or to mortgage, hypothecate, pledge and/or charge, whether existing or to be created hereafter, in such form, manner and ranking including first charge, second charge, subordinate charge or pari-passu charge, and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and/or immovable properties of the Company (both present and future), and/or any other assets or properties, whether tangible or intangible, and/or the whole or any part of any undertaking of the Company, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, whether in Indian Rupees or foreign currency, including any change on account of fluctuation in the rate of exchange, from time to time, together with or without the power to take over the management of the business or any undertaking of the Company in case of specified events of default, provided that the aggregate amount of such sell, lease or otherwise disposal of the whole or substantially the whole of the undertaking(s) of the Company, or, where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), shall not, at any point of time, exceed ₹60,000 Crores (Rupees Sixty Thousand Crores only);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized, with full power and authority, to decide, determine and finalize all terms and conditions in relation to the creation of mortgage, hypothecation, pledge and/or charge, and/or sale, lease or disposal of the undertaking(s), including the form, manner, ranking and other provisions, at its absolute discretion, and to do all such acts, deeds, matters and things as may be necessary, proper or desirable, and to execute, sign and deliver all agreements, deeds, documents, instruments and writings as may be required, together with all matters incidental, consequential and connected thereto; and further, the Board be and is hereby empowered to delegate all or any of the powers herein conferred to any Committee or to any Director(s) or Officer(s) of the Company as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of Directors, Director(s), or officer(s) of the Company as it may deem fit, and to empower such persons to take all necessary steps, sign, execute and deliver agreements, deeds, documents and instruments, and to perform all acts, deeds, matters and things as may be incidental, consequential or connected thereto."

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: December 25, 2025
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 **(the "Act")** read with the Rules framed thereunder and Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India, read with the applicable rules made thereunder, setting out the material facts in respect of the businesses proposed in respect of Item Nos. 1 and 2 is annexed hereto and forms part of the Notice of Postal Ballot **(the "Notice")**.

2. Pursuant to Sections 108, 110 and all other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Cut-off date for determining the Members who shall be entitled to receive the Notice of Postal Ballot and exercise their voting rights as Friday, January 2, 2026 **("Cut-off Date")**. A person who is not a Member as on the Cut-off Date should treat this Notice for informational purposes only. Physical copies of this Notice along with Postal Ballot forms and pre-paid business reply envelopes are not sent to Members. Accordingly, the Members are required to communicate their assent, dissent or abstention through remote e-voting system only.

3. In compliance with the Circulars issued by Ministry of Corporate Affairs **("MCA")** in this regard, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company or with the Registrar to an Issue and Share Transfer Agent **("RTA")** of the Company or with the Depository(ies)/ Depository Participant(s), and whose names appear in the Register of Members or the List of Beneficial Owners of the Company, as provided by the Depositories as on Friday, January 2, 2026.

   Members whose email addresses are not registered, physical copies of the Postal Ballot Notice will be sent to such Members upon request.

4. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)**("MUFG Intime")** for facilitating remote e-voting to enable the Members to cast their votes electronically instead of voting through Postal Ballot forms.

5. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, Circulars issued by MCA in this regard, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** as amended from time to time, the Company is pleased to provide remote e-voting facility to the Members to exercise their right to vote on the proposed resolutions electronically.

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

   Commencement of remote e-voting: From 9:00 a.m. (IST) on Wednesday, January 7, 2026.

   End of remote e-voting: Till 5:00 p.m. (IST) on Thursday, February 5, 2026.

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

   During this period, the Members of the Company (including those Members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the Cut-off date, may cast their vote by electronic means through the e-voting facility provided by MUFG Intime in the manner as set out here in Note No. 14 below. Once the vote on Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

   In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) with the Company or its RTA, in case the shares are held in physical form.

6. Subject to the provisions of the Articles of Association of the Company, the voting rights of Members or Beneficial Owners (in case of electronic shareholding), shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

7. The Notice can be accessed from the website of the Company i.e. www.iifl.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and website of MUFG Intime at https://instavote.linkintime.co.in.

8. The Scrutinizer will submit its report, after completion of scrutiny of the votes, to the Chairperson of the Company or any person authorized by him. In accordance with Regulation 44(3) of the Listing Regulations, the results

of the Postal Ballot conducted through remote e-voting shall be announced within two working days i.e. on or before Monday, February 9, 2026, at the Registered Office and Corporate Office of the Company and the same along with the Scrutinizer's Report, will be placed on the website of the Company i.e. www.iifl.com and the Company's RTA at https://instavote.linkintime.co.in and shall also be simultaneously communicated to the Stock Exchanges.

9. The proposed resolutions, if approved, shall be deemed to have been duly passed by the requisite majority of Members by means of Postal Ballot on the last date specified for remote e-voting, i.e. Thursday, February 5, 2026.

10. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if they were adopted at a General Meeting of the Members.

11. Pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the relevant Circulars issued by the MCA in this regard and the Listing Regulations, as amended from time to time, details of this Notice shall be published in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, having wide circulation in that district, and in an English newspaper having wide circulation in the same district, intimating the dispatch of the Postal Ballot through electronic means.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company/RTA with details such as Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to shareholders@iifl.com or raise an email query at investor.helpdesk@in.mpms.mufg.com

13. All relevant material documents referred to in the Notice and the Explanatory Statement shall be available for inspection in electronic mode without any fee for the Members from the date of circulation of this Notice until the last date of remote e-voting i.e. Thursday, February 5, 2026. Members can inspect such documents by sending an email from their registered e-mail address mentioning their Name, Folio Number/ DP ID and Client ID to the Company at shareholders@iifl.com.

14. 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 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).

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**METHOD 2 - NSDL e-voting website** a) Visit URL: https://www.evoting.nsdl.com b) Click on the "**Login**" tab available under '**Shareholder/Member**' section. c) 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. d) 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. e) 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/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. Google Play App Store **METHOD 3 - NSDL OTP based login** a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. c) Enter the OTP received on your registered email ID/ mobile number and click on login. d) 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. e) 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.
Individual Shareholders registered with CDSL Easi/ Easiest facility	**METHOD 1 - CDSL Easi/ Easiest facility:** **Shareholders registered for Easi/ Easiest facility:** a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab. b) Enter existing username, Password & click on "**Login**". c) 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:** a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration b) Proceed with updating the required fields for registration. c) 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** a) Visit URL: https://www.cdslindia.com b) Go to e-voting tab. c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "**Submit**". d) 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.

<table>
<tr><th>Type of Members</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding Securities in Demat mode with Depository Participant</td><td>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.</td></tr>
<tr><td>Login method for shareholders holding securities in physical mode /
Non-Individual Shareholders holding securities in demat mode</td><td>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:
1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. 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>
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:
1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. 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
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. 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></td></tr>
</table>

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** A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "**Notification for e-voting**". B. Select '**View**' icon. E-voting page will appear. C. 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). D. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. E. 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	A. Visit URL: https://instavote.linkintime.co.in B. Click on "**Sign Up**" under "**Custodian / Corporate Body/ Mutual Fund**" C. Fill up your entity details and submit the form. D. 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. E. 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	A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. B. Click on "**Investor Mapping**" tab under the Menu Section C. Map the Investor with the following details: 1) '**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. 2) '**Investor's Name** - Enter Investor's Name as updated with DP. 3) '**Investor PAN**' - Enter your 10-digit PAN. 4) '**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. D. 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**".

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** a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. b) Click on "**Votes Entry**" tab under the Menu section. c) 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**". d) Enter "**16-digit Demat Account No.**". e) 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**'. f) 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** a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. b) After successful login, you will see "**Notification for e-voting**". c) Select "**View**" icon for "**Company's Name / Event number**". d) E-voting page will appear. e) Download sample vote file from "**Download Sample Vote File**" tab. f) Cast your vote by selecting your desired option '**Favour / Against**' in the sample vote file and upload the same under "**Upload Vote File**" option. g) 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).

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.mufg.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

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".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESSES TO BE TRANSACTED THROUGH POSTAL BALLOT

Item Nos. 1 & 2

The Members of the Company, at their Annual General Meeting held on September 30, 2019, had, by way of Special Resolutions under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 (the "Act"), approved:

(i) The power of the Board of Directors to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings, together with the amounts already borrowed and outstanding at any point of time, did not exceed ₹35,000 crores (Rupees Thirty-Five Thousand Crores only); and

(ii) The power of the Board to create mortgage, hypothecation, pledge and/or charge on the assets and properties of the Company, present and future, in order to secure such borrowings.

The Members of the Company are hereby apprised that, pursuant to the provisions of the Companies Act, 2013 (the 'Act'), Section 180(1)(c) requires their consent, by way of a Special Resolution, for the Board to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. Further, Section 180(1)(a) read with Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the approval of the Members for the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or to create security over such undertaking. It may be noted that, as per the explanation to Regulation 37A, such approval where the sale, lease or disposal is carried out pursuant to a covenant in an agreement with a financial institution registered with the Reserve Bank of India or with a Debenture Trustee registered with SEBI, shall not apply. However, Item No. 2 is being placed before the Members for their consideration and approval, since these transactions still require approval under Section 180(1)(a) of the Companies Act, 2013.

The Members of the Company are further apprised that, in view of the Company's growth plans, expansion of operations, and the need for financial flexibility to meet working capital and other business requirements, it is proposed to increase the borrowing limit from ₹35,000 Crores (Rupees Thirty-Five Thousand Crores only) to ₹60,000 Crores (Rupees Sixty Thousand Crores only) and to authorize the Board to create mortgage, hypothecation, pledge and/or charge on the Company's movable and immovable properties, present and future, and/or any other assets or undertakings of the Company, in favour of lender(s), agent(s), trustee(s) and such other parties, on such terms and conditions as the Board may deem fit, for securing such borrowings. These authorisations are of an enabling nature and are intended to provide adequate flexibility to the Board to avail financial assistance as and when required for the Company's business needs, without seeking Members' approval afresh on each occasion, thereby ensuring that the Company can respond promptly to funding requirements and market opportunities. The enhanced borrowing limit shall enable the Company to raise funds through various modes, including but not limited to loans, financial facilities, non-fund based banking facilities, issuance of debentures, commercial papers, bonds, structured instruments, and other fund-based or non-fund-based facilities, from banks, financial institutions, lender(s) and other parties, both in India and abroad, as may be required from time to time.

Accordingly, the approval of the Members is sought for passing the Special Resolutions set out at Item No. 1 and 2 of the Notice. The Board recommends both the Special Resolutions set out in this Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions.

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: December 25, 2025
Place: Mumbai