

SHORTER NOTICE OF SECOND EXTRA- ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the Second Extra-Ordinary General Meeting of IIFL Samasta Finance Limited (FY 2022-23), will be held on Monday, the 30th Day of January, 2023 at 4:00 P.M. at the Registered Office of the Company located at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka, India to consider there at the following items of business:

SPECIAL BUSINESS:

To consider and approve the following resolutions as Ordinary Resolution:

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, read with relevant rules made there under, approval of the members be and is hereby accorded for increasing the authorized share capital of the Company **from** the existing Rs. 600,00,00,000 consisting of Equity share Capital divided into 59,80,00,000 Equity shares of Rs.10 each and 20,00,000 Preference shares of Rs. 10 each which is further divided into 1,45,000 Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each aggregating to Rs. 14,50,000 and 18,55,000 Preference Shares of Rs.10 each aggregating to Rs.1,85,50,000 **to** the revised authorized capital of Rs. 700,00,00,000 consisting of Equity share Capital divided into 69,80,00,000 Equity shares of Rs.10 each and 20,00,000 Preference shares of Rs. 10 each which is further divided into 1,45,000 Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each aggregating to Rs. 14,50,000 and 18,55,000 Preference Shares of Rs.10 each aggregating to Rs.1,85,50,000

“**RESOLVED FURTHER THAT** Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer of the Company be and are hereby severally authorized to give effect to the increase in the authorized share capital of the Company and to do all such acts, deeds, things which are necessary to give effect to the above resolutions including but not restricted to filing of required forms with Ministry of Corporate Affairs / Registrar of Companies.”

ITEM 2: ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under, consent of the members be and is hereby accorded for altering the capital clause of the Memorandum of Association of the Company and is hereby substituted with new capital clause as detailed below:

<u>Existing Capital Clause of Memorandum of Association:</u>	<u>Revised / altered Capital Clause of Memorandum of Association:</u>
<p>V. “The Authorized Share Capital of the Company is Rs. 600,00,00,000 (Rupees Six Hundred Crores Only) divided into:</p> <p>a. 59,80,00,000 (Fifty-Nine Crore Eighty Lakh Only) Equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 598,00,00,000 (Rupees Five Hundred Ninety- Eight Crore Only), and;</p> <p>b. 20,00,000 (Twenty Lakh Only) Preference Shares of Rs. 10/- (Rupees Ten Only) aggregating to Rs.2,00,00,000 (Rupees Two Crore Only) comprising of:-</p> <p>i. 1,45,000 (One Lakh Forty Five Thousand Only) Redeemable Non-Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs.14,50,000 (Rupees Fourteen Lakh and Fifty Thousand Only) and;</p> <p>ii. 18,55,000 (Eighteen Lakh Fifty-Five Thousand Only) Preference Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs.1,85,50,000(Rupees One Crore Eighty-Five Lakh and Fifty Thousand Only).”</p>	<p>V. “The Authorized Share Capital of the Company is Rs. 700,00,00,000 (Rupees Seven Hundred Crores Only) divided into:</p> <p>a. 69,80,00,000 (Sixty-Nine Crore Eighty Lakh Only) Equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 698,00,00,000 (Rupees Six Hundred Ninety- Eight Crore Only), and;</p> <p>b. 20,00,000 (Twenty Lakh Only) Preference Shares of Rs. 10/- (Rupees Ten Only) aggregating to Rs.2,00,00,000 (Rupees Two Crore Only) comprising of:-</p> <p>i. 1,45,000 (One Lakh Forty Five Thousand Only) Redeemable Non-Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs.14,50,000 (Rupees Fourteen Lakh and Fifty Thousand Only) and;</p> <p>ii. 18,55,000 (Eighteen Lakh Fifty-Five Thousand Only) Preference Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs.1,85,50,000(Rupees One Crore Eighty-Five Lakh and Fifty Thousand Only).”</p>

“RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer of the Company be and are hereby severally authorized to amend the Memorandum of Association and give effect to the increase in the authorized share capital of the Company and to do all such acts, deeds,

things which are necessary to give effect to the above resolutions including but not restricted to filing of required forms with Ministry of Corporate Affairs / Registrar of Companies.”

ITEM NO. 3: APPROVAL OF THE LIMIT OF ISSUANCE OF NON-CONVERTIBLE DEBT SECURITIES ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2023-2024:

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosures Requirement), 2015 as may be amended from time to time consent of the members be and is hereby accorded to issue, offer and allot Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Non –Convertible/ Market Linked/ Subordinated Debt/ Perpetual Debentures/ Fixed Maturity Debentures or any other securities of the Company and shall not at any time exceed an amount of Rs.3500 Crores (Rupees Three Thousand Five Hundred Crores only) for the Financial Year 2023-2024 on private placement basis in one or more tranches, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the government or any other regulatory authority, in this regard.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board of Directors or Issue and Allotment Committee or any authorized committee thereof for the purpose of creating, offering, issuing and allotting the Debentures and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the securities, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds or things which may be necessary in order to give effect to the above resolution.”

ITEM NO. 4: APPROVAL OF THE LIMIT OF ISSUANCE OF COMMERCIAL PAPERS ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2023-2024:

To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosures Requirement), 2015 as may be amended from time to time and other applicable regulations, consent of the members be and is hereby accorded to issue Commercial Papers shall not at any time exceed an amount of Rs.1000 Crores (Rupees Three Thousand Crores only) for the Financial Year 2023-2024 on private placement basis in one or more tranches, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the government or any other regulatory authority, in this regard.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board of Directors or Borrowing and Business Committee or any authorized committee thereof for the purpose of creating, offering, issuing and allotting the Commercial Papers and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the securities, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds or things which may be necessary in order to give effect to the above resolution.”

ITEM NO. 5: TO CONSIDER AND APPROVE RATIFICATION OF APPOINTMENT OF MR. A. VIKRAMAN, INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**

“RESOLVED THAT, pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for ratification of appointment of Mr. Vikraman A. (DIN: 01978341), Independent and Non-Executive Director of the Company, who has attained the age of seventy five years in August 2022 and who was re-appointed for a second consecutive term of five years at the Annual General Meeting of the company held on September 23, 2019 and who will hold office upto March 31, 2024.

RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds or things which may be necessary in order to give effect to the above resolution.”

ITEM NO. 6: TO CONSIDER AND APPROVE RATIFICATION OF APPOINTMENT OF MR. A. RAMANATHAN, INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**

“RESOLVED THAT, pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for ratification of appointment of Mr. Ramanathan A. (DIN: 02645247), Independent and Non-Executive Director of the Company, who will attain the age of seventy five years in December 2023 and who was re-appointed for a second consecutive term of five years at the Annual General Meeting of the company held on September 23, 2019 and who will hold office upto March 31, 2024.

RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds or things which may be necessary in order to give effect to the above resolution.”

By the order of the Board
For IIFL Samasta Finance Limited

Sd/-
Mr. Manoranjan Biswal
Company Secretary

Place: Bengaluru
Date: January 28, 2023

Registered Office:

No. 110/3, Lalbagh Main Road,
Krishnappa Layout,
Bangalore – 560 027
CIN: U65191KA1995PLC057884
Tel No. + 91 80 4291 3500
Website: <https://iiflsamasta.com/>

NOTES:

- i. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1,2,3,4,5 of the accompanying Notice is annexed hereto as **Annexure -I**
- ii. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not to be a member of a company. The Instrument appointing a proxy, in order to be effective must be deposited at the registered office of the company, duly completed and signed, not less than forty eighty (48) hours before the commencement of meeting. The Proxy Form is annexed hereto as **Annexure II**
- iii. A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- iv. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- v. Notice of EGM, full version of the reports will also be available under the 'Investor Relations' section on the website of the Company <https://iiflsamasta.com/> Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.
- vi. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure III** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
- vii. *Route map for the Meeting is provided after the Explanatory Statement*

Annexure -I

Explanatory Statement under section 102 of Companies Act, 2013

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The Board of Directors of the Company at their meeting held on January 24, 2023 after considering the growing needs of the Company and issuance of Equity Shares via Right Issue to meet such needs, approved to increase the authorized share capital of the Company **from** the existing Rs. 600,00,00,000 **to** the revised authorized capital of Rs. 700,00,00,000 consisting of Equity share Capital divided into 69,80,00,000 Equity shares of Rs.10 each and 20,00,000 Preference shares of Rs. 10 each which is further divided into 1,45,000 Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each aggregating to Rs. 14,50,000 and 18,55,000 Preference Shares of Rs.10 each aggregating to Rs.1,85,50,000, subject to the approval of the Shareholders of the Company. The Board hereby seeks your approval for the same.

None of the Directors or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM 2: ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company at their meeting held on January 24, 2023 approved the Alteration of Capital Clause of the Memorandum of Association of the Company consequent to increase in the authorized share capital of the Company, subject to the approval of the Shareholders of the Company. Consequent to the above increase, it is necessary to alter the Capital Clause of the Memorandum of Association as per Companies Act 2013. The Board hereby seeks your approval for the same. None of the Directors or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The capital clause of the Memorandum of Association post alteration is as below;

V. "The Authorized Share Capital of the Company is Rs. 700,00,00,000 (Rupees Seven Hundred Crores Only) divided into:

- a. 69,80,00,000 (Sixty-Nine Crore Eighty Lakh Only) Equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 698,00,00,000 (Rupees Six Hundred Ninety- Eight Crore Only), and;
- b. 20,00,000 (Twenty Lakh Only) Preference Shares of Rs. 10/- (Rupees Ten Only) aggregating to Rs.2,00,00,000 (Rupees Two Crore Only) comprising of :-
 - i. 1,45,000 (One Lakh Forty Five Thousand Only) Redeemable Non-Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten

only) each aggregating to Rs.14,50,000 (Rupees Fourteen Lakh and Fifty Thousand Only) and;

- ii. 18,55,000 (Eighteen Lakh Fifty Five Thousand Only) Preference Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs.1,85,50,000(Rupees One Crore Eighty Five Lakh and Fifty Thousand Only)."

ITEM NO. 3: APPROVAL OF THE LIMIT OF ISSUANCE OF NON-CONVERTIBLE DEBT SECURITIES ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2023-2024:

The Board of Directors at the Board Meeting held on January 24, 2023 approved the issuance of Issuance of Non-Convertible Debentures (NCD)/ Market Linked Debentures (MLD) on Private Placement Basis for The Financial Year 2023-2024 upto Rs. 3,500 crores, subject to the approval of the members. The Board hereby seeks your consent for issuance of debt securities pursuant to Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The price of the securities shall be decided by the Board or Issue and Allotment Committee or other authorized Committee in accordance with applicable laws without any further approval from the members for the FY 2023-2024.

Pursuant to Section 42 of the Companies Act, 2013 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of members of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the non-convertible debt securities proposed to be issued during the year. The Board of Directors has recommended the passing of the special resolution for Issuance of debt securities.

None of the Directors or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4: APPROVAL OF THE LIMIT OF ISSUANCE OF COMMERCIAL PAPERS ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2023-2024;

The Company in its Board Meeting held on January 24, 2023 approved the issuance of 1000 crores Commercial Papers. The Board hereby seeks your consent for issuance of Commercial Papers pursuant to Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Board has approved the Issuance of Commercial Papers upto 1000 crore for the F.Y. 2023-24 at its meeting held on January 24, 2023. The price of the securities shall be decided by the Board or Borrowing and Business Committee or other authorized Committee in accordance with applicable laws.

Pursuant to Section 42 of the Companies Act, 2013 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if

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any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of members of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the Commercial Paper proposed to be issued during the year. The Board of Directors has recommended the passing of the special resolution for Issuance of Commercial Paper.

None of the Directors or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5: TO CONSIDER AND APPROVE RATIFICATION OF APPOINTMENT OF MR. A. VIKRAMAN, INDEPENDENT DIRECTOR

Mr. Vikraman A. is an Independent Non-Executive Director of the Company and a Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee of the Board of Directors of the Company. Mr. Vikraman has attained the age of 75 years in August 2022. As per regulation 17 (1A) of the SEBI LODR, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. The Board of Directors at the Board Meeting held on January 24, 2023 ratified the appointment of Mr. Vikraman. A, pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions of Companies Act 2013.

Vikraman retired as Chief General Manager of SIDBI Foundation for Micro Credit. As CGM, along with other functions headed of the SIDBI Foundation for Microfinance. Vikraman has extensive experience in the Microfinance sector. In his experience spanning 38 years, he was with Reserve Bank of India for 5 years, IDBI for 16 years and SIDBI for 17 years. He is also on the board of other Microfinance and Financial corporations

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vikraman A. as an Independent Director upto the completion of his second term of 5 years.

Accordingly, the Board recommends Special Resolution for ratification of appointment of Mr. Vikraman A., who has attained 75 years, for the approval by the shareholders of the Company.

In this regard, the members are requested to accord their consent for the same.

None of the Directors, except Mr. Vikraman A. and his relatives, or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

ITEM NO. 6: TO CONSIDER AND APPROVE RATIFICATION OF APPOINTMENT OF MR. A. RAMANATHAN, INDEPENDENT DIRECTOR

Mr. Ramanathan A. is an Independent Non-Executive Director of the Company and a Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk

Management Committee of the Board of Directors of the Company. Mr. Ramanathan A. will attain the age of 75 years in December 2023. As per regulation 17 (1A) of the SEBI LODR, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. The Board of Directors at the Board Meeting held on January 24, 2023 ratified the appointment of Mr. Ramanathan. A, pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions of Companies Act 2013.

Ramanathan was the Chief General Manager in the Micro Credit Innovations Department of NABARD and has extensive experience in development banking in the agriculture and rural sectors. He managed the SHG Bank Linkage programme, the largest microfinance programme in the world. As In-charge of the Financial Inclusion department, he has managed Financial Inclusion Fund and Financial Inclusion Technology Fund

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramanathan A., as an Independent Director upto the completion of his second term of 5 years.

Accordingly, the Board recommends Special Resolution for ratification of appointment of Mr. Ramanathan A., who will attain 75 years, for the approval by the shareholders of the Company.

In this regard, the members are requested to accord their consent for the same.

None of the Directors, except Mr. Ramanathan A. and his relatives, or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

ANNEXURE II**PROXY FORM - MGT-11**

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

Name of the Company: IIFL SAMASTA FINANCE LIMITED

CIN No.: U65191KA1995PLC057884

Registered Office: No. 110/3, Krishnappa Layout, Lalbagh Main Road, Bangalore, Karnataka - 560027

Name of the Member (s): _____ residing at/having _____ registered office at _____ & E-mail Id: _____ bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____) equity shares of Samasta Microfinance Limited hereby appoint –

1. Name: _____ A
Address: _____ E-
mail Id: _____ Signature: _____, or failing him / her

2. Name: _____ A
Address: _____ E-
mail Id: _____ Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Second Extra- Ordinary General Meeting for the FY 2022-23 of IIFL Samasta Finance Limited on the 30th Day of January, 2023 at 4:00 P.M. at the Registered Office of the Company located at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Affix Re. 1
Revenue
Stamp

Signed this ____ day of _____, 2023

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ANNEXURE III

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the 2nd Extra- Ordinary General Meeting for the FY 2022-23 of IIFL Samasta Finance Limited on Monday the 30th Day of January, 2023 at 4:00 P.M. at the Registered Office of the Company located at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka

Full Name of the Shareholder/ Authorized Representative:

residing at/having registered office
at_____

Folio No. _____.

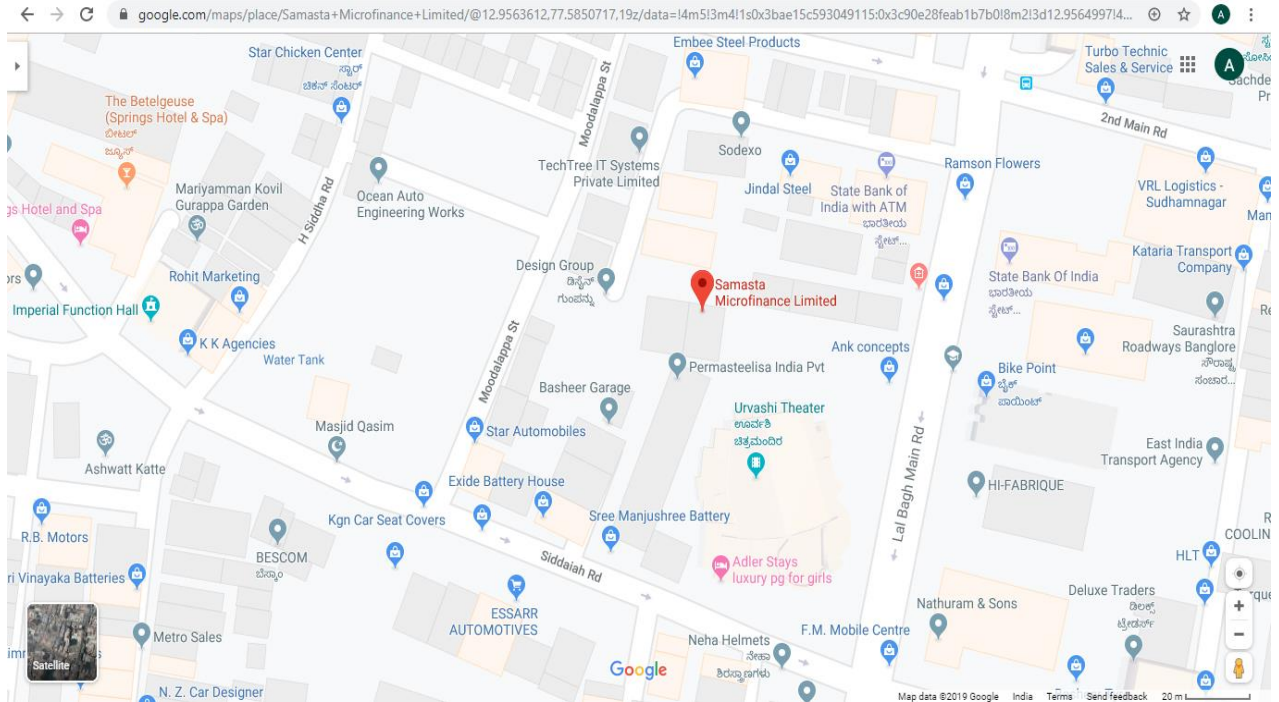
No. of Shares held: _____ (*In words*_____)

Name of Proxy (if any): _____

Signature of the Shareholder/Proxy/Corporate Representative*

* Strike out whichever is not applicable

Route map



IIFL Samasta Finance Limited

**No. 110/3, Lalbagh Main Road,
 Krishnappa Layout, Bangalore – 560 027**