

## NOTICE

Shorter Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (AGM) of IIFL Samasta Finance Limited, will be held on Thursday, the 27<sup>th</sup> day of July, 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 the following business items:

### **ORDINARY BUSINESS:**

**1. To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2023 consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with the reports of the Board of Directors and Auditors thereon and if though fit, to pass, with or without modification(s) the following resolution as Ordinary Resolution:**

**"RESOLVED THAT** the Audited Financial Statements of the Company consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2023 as circulated to the members, be and are hereby considered and adopted.

**2. To consider and appoint Mr. Venkatesh N, Managing Director, who retires by rotation and being eligible, offers himself for reappointment and in this regard pass the following resolution as an Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with relevant Rules made thereunder and read with the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013, Mr. Venkatesh N (DIN: 01018821) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Managing Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESS:**

**3. To approve existing as well as new material related party transactions with IIFL Finance Limited (including its Subsidiaries and Associates) and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and

recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Finance Limited (including its Subsidiaries and Associates), a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual standalone turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Venkatesh N- Managing Director, Mr. Shivaprakash D- Whole Time Director, Mr. Anantha Kumar T- Chief Financial Officer, Mr. Manoranjan Biswal- Company Secretary and Chief Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**4. To approve existing as well as new material related party transactions with IIFL Home Finance Limited (including its Subsidiaries and Associates) and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the

Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Home Finance Limited (including its Subsidiaries and Associates), a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/transactions or otherwise, with respect to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual standalone turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Venkatesh N- Managing Director, Mr. Shivaprakash D- Whole Time Director, Mr. Anantha Kumar T- Chief Financial Officer, Mr. Manoranjan Biswal- Company Secretary and Chief Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

## **5. To approve the alteration of Memorandum of Association**

To consider, and if thought fit, to pass, the following Resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to alter the object clause of the Memorandum of Association of Company to include the following clause

Clause No. 6

"To undertake and carry on the business of financing activities for the purpose of Vehicles, automobiles, consumer durables and to finance operations of all kinds and

purchasing or otherwise acquiring, selling, hiring or on installment credit or deferred payment basis of all kinds of movable and immovable properties including all types of Industrial machinery, agriculture equipments, Furniture & Fixtures, Household equipments and to provide all kinds of services and assist to the lower sections of the society by entering into any arrangement, as may be permissible under the applicable laws and/or establishing agency relationship with existing financial and other services providers like bank, insurance companies, core banking technology providers, connectivity solution provider and other service provider through Business Correspondents or otherwise and to issue, implement, undertake, offer, distribute, or otherwise promote and operate the payment systems so as to deliver full suite of customized products at the rural or remote location at the best possible levels of service delivery.

**RESOLVED FURTHER THAT** Mr. Venkatesh N- Managing Director, Mr. Shivaprakash D- Whole Time Director, Mr. Anantha Kumar T- Chief Financial Officer, Mr. Manoranjan Biswal- Company Secretary and Chief Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, in connection with the amendment of Memorandum of Association of the Company, as approved and/or generally to give effect to the foregoing resolutions and further to do all such acts and deeds that may be required for the purpose of alteration of the Memorandum of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person(s) to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.”

## **6. To approve the alteration of Articles of Association**

To consider, and if thought fit, to pass, the following Resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 5 and Section 14 of Companies Act, 2013, other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof and Regulation 23(6) of Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and SEBI Circular number SEBI/HO/DDHS/POD1/P/CIR/2023/112 dated July 04, 2023, approval of the members be and is hereby accorded to alter the Articles of Association of the Company to include the following clause;

Clause No. 91

“The Board of Directors be authorized to appoint a person nominated by the Debenture Trustee(s) as Director on the Board of the Company in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time. Provided that nothing in this sub clause shall apply in the event that the debenture trustee fails to prove that the Company has defaulted in terms of clause (e) of sub

regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time.”

**RESOLVED FURTHER THAT** Mr. Venkatesh N- Managing Director, Mr. Shivaprakash D- Whole Time Director, Mr. Anantha Kumar T- Chief Financial Officer, Mr. Manoranjan Biswal- Company Secretary and Chief Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, in connection with the amendment of articles of association of the Company, as approved and/or generally to give effect to the foregoing resolutions and further to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person(s) to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.”

#### **7. To reappoint Ms. Malini B. Eden as a Non Executive Independent Director of the Company**

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and other 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) read with Schedule IV of the Act and other applicable law, Ms. Malini B Eden (DIN: 00732954), Independent Non-Executive Director of the Company be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second consecutive term of three years with effect from July 15, 2023 and whose office shall not be liable to retire by rotation”.

**RESOLVED FURTHER THAT**, Mr. Venkatesh N- Managing Director, Mr. Shivaprakash D- Whole Time Director, Mr. Anantha Kumar T- Chief Financial Officer, Mr. Manoranjan Biswal- Company Secretary and Chief Compliance Officer be and are hereby severally authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

**By Order of the Board  
For IIFL Samasta Finance Limited**

**Sd/-**

**Mr. Manoranjan Biswal  
Company Secretary and Chief Compliance Officer**

**Place: Bangalore**

**Date: July 21, 2023**

**Registered Office:**

No. 110/3, Lalbagh Main Road, Krishnappa Layout,  
Bangalore – 560027

CIN: U65191KA1995PLC05784 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. 3, Item No. 4, Item No. 5, Item No. 6 and Item No. 7 of the accompanying Notice is annexed hereto as **Annexure –I**
- ii. A member entitled to attend and vote at the Annual 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 eight (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 twenty eighth AGM, full version of the Annual Reports will also be available under the 'Investor Services' 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **SPECIAL BUSINESS**

#### **Item No. 3 and 4**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") requires Members approval by means of an ordinary resolution for all material related party transactions, including transactions that are in the ordinary course of business of the concerned company.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual standalone turnover of the Company as per the last audited financial statements whichever is lower, or any other materiality threshold prescribed by any other applicable law.

The annual turnover of the Company for FY 2022-23 is Rs. 1,746.23 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding 174.62 Crore (10% of the Company's annual turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same. A transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed the limit as stipulated under Regulation 23 of the Listing Regulations.

The Company is a leading NBFC. Considering the nature of business and operations of the Company, the Company enters into various Related Party Transactions in the ordinary course of business.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for approval of the arrangements/transactions/contracts undertaken whether by way of continuation/extension/renewal/modification/ratification of earlier arrangements/ transactions/contracts.

The Company proposes to obtain approval of its Members for giving approval to the Board for carrying out and/ or continuing with the arrangements and transactions with related parties. The above stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis. With respect to the above matter, the Members are requested to note following disclosures of Interest:

S.No	Name of the Related Party	Nature of Interest or Concern
1	IIFL Finance Limited	Holding Company
2	IIFL Home Finance Limited	Group Company

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 in connection with the Material Related Party Transactions is mentioned below

Value and Type of Transaction: Aggregate value of transactions between IIFL Samasta Finance Limited and its related parties is as per details mentioned herein below

Name of the Related Party	Nature of Relationship	Transaction Description	Aggregate amount for each company individually	Turnover FY 22-23 % represented by the value of the proposed transaction
IIFL Finance Limited	Holding Company	Inter-Corporate Deposits/ Loans	700 crores	40.08%
		Assignment of Loan (IIFL Samasta Finance Limited to IIFL Finance)	500 crores (principal)	28.63%
		Arrangement for Providing Leads to IIFL Finance including Business Correspondent deals.	150 crores	8.59%
		Issue of equity shares	400 crores	22.91%
IIFL Home Finance Limited	Group Company	Inter-Corporate Deposits/ Loans	700 crores	40.08%

(ii) Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity.



Type of transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtedness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
Inter-Corporate Deposits/ Loans	1 Year	SBI 1 year MCLR + Credit spread of 250 to 350 basis points shall be applicable on all ICD transactions during the year.	Unsecured	Bullet repayment on maturity or payable/receivable on demand.	From own capital including retained earnings	Working Capital, Treasury management and general corporate purpose and onward lending.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws.
Assignment of Loan (IIFL Samasta Finance Limited to IIFL Finance)	1 Year	Agreed terms	Based on underlying assets	Based on underlying assets	From own capital including retained earnings	General corporate purpose and onward lending.	-	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws
Issue of equity shares	1 Year	NA	NA	NA	NA	General corporate purpose and onward lending.	NA	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws

(iii) Valuation or other external party report

Not applicable as the transactions are carried out at competitive and prevailing market prices.

The Board of Directors recommends the passing of the Ordinary Resolutions set out at Item No. 3 and 4 of the Notice for approval of the Members.

Except the above Directors and their relatives, none of the Directors /Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 3 and 4

**Item No. 5:**

Pursuant to the provisions of Section 13 of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the members of the Company is required for approval of alteration of the object clause of Memorandum of Association of company to include the following clause;

“To undertake and carry on the business of financing activities for the purpose of Vehicles, automobiles, consumer durables and to finance operations of all kinds and purchasing or otherwise acquiring, selling, hiring or on installment credit or deferred payment basis of all kinds of movable and immovable properties including all types of Industrial machinery, agriculture equipments, Furniture & Fixtures, Household equipments and to provide all kinds of services and assist to the lower sections of the society by entering into any arrangement, as may be permissible under the applicable laws and/or establishing agency relationship with existing financial and other services providers like bank, insurance companies, core banking technology providers, connectivity solution provider and other service provider through Business Correspondents or otherwise and to issue, implement, undertake, offer, distribute, or otherwise promote and operate the payment systems so as to deliver full suite of customized products at the rural or remote location at the best possible levels of service delivery.”

The Board of Directors recommend the passing of the Special Resolution set out at Item No. 5 for approval of the Members.

None of the Directors /Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 5

**Item No. 6:**

It is hereby informed that all companies having their debt securities listed on the exchange are required to alter their articles of association on or before September 30, 2023 to provide the Board of Directors the power to appoint a person nominated by the Debenture Trustee as Director on the Board as per clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 in the event of:

- i. two consecutive defaults in payment of interest to the debenture holders; or
- ii. default in creation of security for debentures; or
- iii. default in redemption of debentures

Hence, pursuant to SEBI Circular number SEBI/HO/DDHS/POD1/P/CIR/2023/112 dated July 04, 2023, it is proposed to amend the existing Articles of Association of the Company to align them with the amendment brought out vide Regulation 23(6) of Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 dated February 02, 2023.

The Board accordingly recommends the Special Resolutions set out at Item No. 6 of this Notice for approval of the Members.

None of the Directors /Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 6

**Item No. 7**

Ms. Malini B Eden is an Independent Non-Executive Director of the Company and a Member of the Corporate Social Responsibility Committee of the Board of Directors of the Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149 and any other 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) read with Schedule IV of the Act, Ms. Malini B Eden being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of three consecutive years.

Ms. Malini B Eden has been a Development Specialist and Strategy Consultant for over two decades and has significant experience of working for the marginalized and drawing them into policy across several developmental themes. She has been part of bilateral agencies and government Boards at the state, national and international levels in areas such as economic empowerment, health and donor relations. She presently heads Women's Education Project, Trust India as Director and Founding Trustee. WEP-India provides Leadership Academy to NGOs who work among young women from underprivileged communities across India and she also consults to Azim Premjee Foundation for their Bangalore Urban Poor Special Program.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Malini B Eden. as an Independent Director.

The Board accordingly recommends the Special Resolutions set out at Item No. 7 of this Notice for approval of the Members.

None of the Directors /Key Managerial Personnel/their relatives except Ms. Malini B Eden are, in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 7. In this regard, the members are requested to accord their consent for the same.

**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 IIFL Samasta Finance Limited hereby appoint –

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

2. Name: \_\_\_\_\_ 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 Annual  
General Meeting for the FY 2022-23 of IIFL Samasta Finance Limited on the 27<sup>th</sup> day of July, 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.



Signed this \_\_\_\_ day of \_\_\_\_\_, 2023  
of Shareholder (s)

Signature

\_\_\_\_\_  
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 Annual General Meeting for the FY 2022-23 of IIFL Samasta Finance Limited on Thursday, 27<sup>th</sup> day of July, 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,  
Address: 110/3, Lalbagh Main Road,  
Krishnappa Layout, Bangalore – 560027