

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 2023-24), will be held on Wednesday, the 24th Day of January, 2024 at 10:00 A.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 items of business:

SPECIAL BUSINESS:

To consider and approve the following resolutions as an 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 an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force 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. 700,00,00,000 (Rupees Seven Hundred Crores Only) consisting of Equity share Capital divided into 69,80,00,000 (Sixty-Nine Crore Eighty Lakh Only) Equity shares of Rs.10 each aggregating to Rs. 698,00,00,000 (Rupees Six Hundred Ninety- Eight Crore Only) and 20,00,000 (Twenty Lakh Only) Preference shares of Rs. 10 each which is further divided into 1,45,000 (One Lakh Forty Five Thousand Only) Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each aggregating to Rs. 14,50,000 (Rupees Fourteen Lakh and Fifty Thousand Only) and 18,55,000 (Eighteen Lakh Fifty-Five Thousand Only) Preference Shares of Rs.10 each aggregating to Rs.1,85,50,000 (Rupees One Crore Eighty-Five Lakh and Fifty Thousand Only) **to** the revised authorized capital of Rs. 1000,00,00,000 (Rupees Thousand Crores Only) consisting of Equity share Capital divided into 99,80,00,000 (Ninety-Nine Crore Eighty Lakh Only) Equity shares of Rs.10 each aggregating to Rs. 998,00,00,000 (Rupees Nine Hundred and Ninety- Eight Crore Only) and 20,00,000 (Twenty Lakh Only) Preference shares of Rs. 10 each which is further divided into 1,45,000 (One Lakh Forty Five Thousand Only) Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each aggregating to Rs. 14,50,000 (Rupees Fourteen Lakh and Fifty Thousand Only) and 18,55,000 (Eighteen Lakh Fifty-Five Thousand Only) Preference Shares of Rs.10 each aggregating to Rs.1,85,50,000 (Rupees One Crore Eighty-Five Lakh and Fifty Thousand Only)

“RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director , Mr. Shivaprakash D., Whole Time Director, Mr. Manoranjan Biswal, Company Secretary and Chief Compliance Officer, Mr. Anantha Kumar T, 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.”

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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. 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>	<p>V. “The Authorized Share Capital of the Company is Rs. 1000,00,00,000 (Rupees Thousand Crores Only) divided into:</p> <p>a. 99,80,00,000 (Ninety-Nine Crore Eighty Lakh Only) Equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 998,00,00,000 (Rupees Nine Hundred and 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, Mr. Manoranjan Biswal, Company Secretary and Chief Compliance Officer, Mr. Anantha Kumar T, 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: INCREASE IN BORROWING LIMITS OF THE COMPANY:

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

“RESOLVED THAT, in supersession of all earlier resolutions to the effect, pursuant to the provisions of section 180(1)(c) of the Companies Act 2013 (“Act”) and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification(s) or amendments(s) thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company and the consent of the Members be and is hereby accorded to increase the borrowing limit of such sum or sums of monies and for availing all kinds and types of borrowings, loans, advances and credit facilities including issuance of debentures and other debts instruments, (apart from temporary loans from the company’s bankers), from time to time, from the existing limit of Rs.15,000 crores (Rupees Fifteen Thousand Crores Only) to Rs.20,000 crores (Rupees Twenty Thousand Crores Only) outstanding at any point of time on account of principal, for and on behalf of the Company, from its bankers, other banks, NBFCs, financial institutions, companies, firms, bodies corporate, or from any other person, in Indian rupees or any foreign currencies, as may be permitted under applicable laws, whether unsecured or secured.

RESOLVED FURTHER THAT, in supersession of all earlier resolutions to the effect ,pursuant to the provisions of section 180(1) (a) of the Companies Act 2013 (“Act”) and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Members be and is hereby accorded (which term shall be deemed to include any such committee which the Board may constitute/ authorize for this purpose) for mortgaging/ charging/hypothecating all or any of the immovable and movable properties and assets of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s))/ agent(s), and debenture holders debenture trustee(s), security trustee or holders of other instruments to secure the loans/ borrowings/credit facilities obtained or as may be obtained or debentures/ bonds and other instruments issued or to be issued by the company to or in favour of the financial institutions, non-banking finance companies, co-operative banks, investments institution and their subsidiaries, banks, mutual funds, trusts and other bodies corporate or

trustees for the holders of debentures/ bonds and/ or other instruments, which may exceed the paid-up capital and free reserves provided that the total amount of monies borrowed/ credit facilities availed shall not at any time exceed a sum of Rs.15,000 crores (Rupees Fifteen Thousand Crores Only) outstanding at any point of time together with interest thereon at the respective agreed rates, compounded rates, additional interest, liquidated damages, commitment charges, remuneration of agent(s), security trustee, premia on pre-payment or on redemption, costs, charges, expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company to the lender(s) / agent(s) / security trustee(s) / financial institutions / banks / other investors under the arrangements entered into/to be entered by the Company in respect of the said loans, bonds, securities or other instruments.”

RESOLVED FURTHER THAT, Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary and Chief Compliance Officer / 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. 4: APPROVAL OF THE LIMIT OF ISSUANCE OF NON-CONVERTIBLE SECURITIES ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2024-2025:

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, 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 shall not at any time exceed an amount of Rs.4,000 Crores (Rupees Four Thousand Crores only) 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 securities 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: REVISION IN THE MANAGERIAL REMUNERATION OF MR. VENKATESH N., MANAGING DIRECTOR:

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 Section 196, 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any of the companies (Appointment and qualification of Directors) Rule 2014 and Rule made thereunder (including any statutory amendments or modification (s) or re-enactment(s) thereof, for the time being in force read with schedule V of the Companies Act, 2013 and such other approvals, if required and based on the recommendations of Nomination & Remuneration Committee and the Board of Director at their meeting held on 15th of January 2024, the managerial remuneration payable to Mr. Venkatesh N., Managing Director, be and is hereby revised to Rs. 3.2 crores CTC and LTIP Incentive amounting to 0.37 crores p.a (30% of 80% of previous financial year's annual gross salary) effective from 1st April 2023.

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

Further revisions as may be decided by the Board /Nomination & Remuneration Committee from time to time. Mr. Venkatesh N., Managing Director will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

RESOLVED FURTHER THAT, in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Mr. Venkatesh N., Managing Director be paid in accordance with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year and if necessary, with the necessary approval.

RESOLVED FURTHER THAT, anyone of the Directors / Company Secretary of the Company be and hereby authorized take to such steps as may be necessary to give effect to the above resolution/s.

ITEM NO. 6: REVISION IN THE MANAGERIAL REMUNERATION OF MR. SHIVAPRAKASH DEVIAH, WHOLE-TIME DIRECTOR

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 Section 196, 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any of the companies (Appointment and qualification of Directors) Rule 2014 and Rule made thereunder (including any statutory amendments or modification (s) or re-enactment(s) thereof, for the time being in force read with schedule V of the Companies Act, 2013 and such other approvals, if required and based on the recommendations of Nomination & Remuneration Committee and the Board of Director at their meeting held on 15th of January 2024, the managerial remuneration payable to Mr. Shivaprakash Deviah, Whole-time Director, be and is hereby revised to Rs 1.04 crores CTC and LTIP Incentive amounting to 0.16 crores p.a (30% of 80% of previous financial year's annual gross salary) effective from 1st April, 2023.

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof

Further revisions as may be decided by the Board /Nomination & Remuneration Committee from time to time. Mr. Shivaprakash Deviah, Whole-time Director will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

RESOLVED FURTHER THAT, in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Mr. Shivaprakash Deviah, Whole-time Director be paid in accordance with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year and if necessary, with the necessary approval.

RESOLVED FURTHER THAT, anyone of the Directors / Company Secretary of the Company be and hereby authorized take to such steps as may be necessary to give effect to the above resolution/s.

ITEM NO. 7: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH FIH MAURITIUS INVESTMENTS LIMITED:

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 FIH Mauritius Investments 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."

By the order of the Board
For IIFL Samasta Finance Limited

Sd/-
Mr. Manoranjan Biswal
Company Secretary & Chief Compliance Officer

Place: Bengaluru
Date: January 23, 2024

Registered Office:
No. 110/3, Lalbagh Main Road,

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Krishnappa Layout,
Bangalore – 560 027
CIN: U65191KA1995PLC057884
Tel No. + 91 80 4291 3588
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. 1-7 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 October 17, 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. 700,00,00,000 **to** the revised authorized capital of Rs. 1000,00,00,000 consisting of Equity share Capital divided into 99,80,00,000 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 October 17, 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. 1000,00,00,000 (Rupees Thousand Crores Only) divided into:

- a. 99,80,00,000 (Ninety-Nine Crore Eighty Lakh Only) Equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 998,00,00,000 (Rupees Nine 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 3: INCREASE IN BORROWING LIMITS OF THE COMPANY

The Board had approved for increase in limits of borrowing limits from Rs. 15,000 crores to Rs. 20,000 crore outstanding at any point of time on account of principal. As per the provisions of Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013 since the Company would be creating charge over its assets and the amount to be borrowed along with amount already borrowed would exceed the paid up capital and free reserves of the Company, approval of members would be required for the same.

Therefore, the Board hereby seeks your approval in passing this item as a Special Resolution.

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 4: APPROVAL OF THE LIMIT OF ISSUANCE OF NON-CONVERTIBLE SECURITIES ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2024-2025:

The Company in its Board Meeting has passed for the issuance of 4000 crores Non- Convertible Securities. Your company needs to pass Special Resolution for issuance of debt securities pursuant to Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Board has approved the Issuance of securities such as Secured /Unsecured /Listed /Unlisted /Rated /Unrated /Non – Convertible /Market Linked/Subordinated Debt /Perpetual Debentures /Fixed Maturity Debentures upto 4000 crore for the F.Y. 2024-25 at its meeting. 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.

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. 5: REVISION IN THE MANAGERIAL REMUNERATION OF MR. VENKATESH N., MANAGING DIRECTOR:

Considering the contribution of Mr. Venkatesh N, Managing Director towards the growth of the Company in recent years, it was felt that there is a need to increase the remuneration paid to him. Hence the proposal was placed before the member of the Nomination & Remuneration Committee and Board. The Nomination and Remuneration Committee acknowledged the contribution made by Mr. Venkatesh N and recommended to the Board for their approval. The Board vide its Meeting dated January 15, 2024 approved the same.

The Board hereby seeks your approval for the same.

None of the Directors except Mr. Venkatesh 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: REVISION IN THE MANAGERIAL REMUNERATION OF MR. SHIVAPRAKASH DEVIAH, WHOLE-TIME DIRECTOR

Considering the contribution of Mr. Shivaprakash D., Whole Time Director through his technological expertise and management skills, towards the growth of the Company in recent years, it was felt that there is a need to increase the remuneration paid to him. Hence the proposal was placed before the members of the Nomination and Remuneration Committee and Board. The Nomination and Remuneration Committee acknowledged the contribution made by Mr. Shivaprakash Deviah and recommended to the Board for their approval. The Board vide its Meeting dated January 15, 2024 approved the same.

The Board hereby seeks your approval for the same.

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

Plan and other documents referred to in the aforesaid resolutions are available for inspection at the Registered office of the Company.

ITEM NO. 7: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH FIH MAURITIUS INVESTMENTS LIMITED:

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. Hence, the company has decided to invest/ purchase of shares, etc in FIH Mauritius Investments Limited and the same was approved at the Board Meeting and Audit Committee Meeting held on January 15, 2024.

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.

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	FIH Mauritius Investments Limited	Related Party

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
FIH Mauritius Investments Limited	Related Party	invest/ purchase of shares or Inter-Corporate Deposits/ Loans	350 crores approximately	20%

(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
invest/ purchase of shares or Inter-Corporate Deposits/ Loans	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. 7 of the 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 Ordinary Resolution set out at Item No 7

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: _____ 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 Second Extra- Ordinary General Meeting for the FY 2023-24 of IIFL Samasta Finance Limited on Wednesday, the 24th Day of January, 2024 at 10:00 A.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 _____, 2024

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 2023-24 of IIFL Samasta Finance Limited on Wednesday, the 24th Day of January, 2024 at 10:00 A.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. _____.

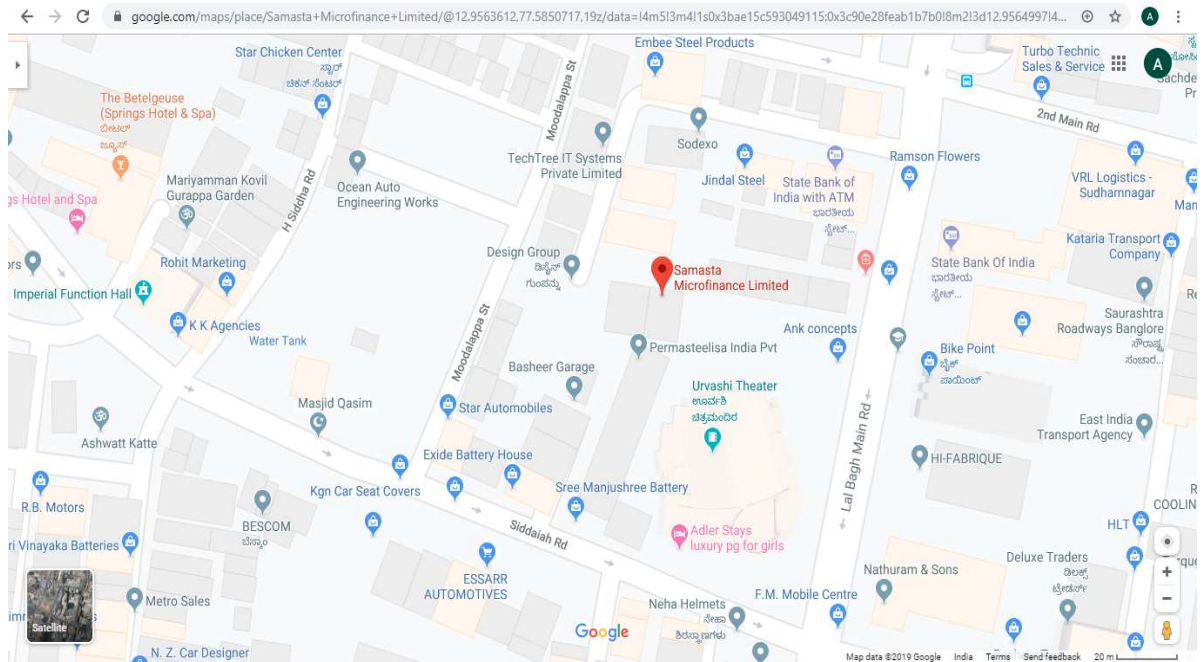
No. of Shares held: _____ (*In words* _____)

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 – 560027