IIFL CAPITAL
TRANSFORMING WEALTH INTO LEGACY

August 17, 2026

The Manager, **Listing Department,** **BSE Limited,** **Phiroze Jeejeebhoy Tower,** **Dalal Street,** **Mumbai 400 001** **Tel No.: 22721233** **Fax No.: 22723719/22723121/22722037** **BSE Scrip Code: 542773**	**The Manager,** **Listing Department,** **The National Stock Exchange of India Ltd.,** **Exchange Plaza, 5 Floor, Plot C/1, G Block,** **Bandra - Kurla Complex,** **Bandra (E), Mumbai 400 051** **Tel No.: 2659 8235** **Fax No.: 26598237/ 26598238** **NSE Symbol: IIFLCAPS**

Sub: Notice of the 31st Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and in accordance with the Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, including General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the "SEBI Circulars"), we wish to inform you that the 31st Annual General Meeting ("AGM") of the Members of IIFL Capital Services Limited (formerly known as IIFL Securities Limited) ("Company") is scheduled to be held on Wednesday, September 9, 2026 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, please find enclosed the Notice convening the 31st AGM of the Company. The Notice is also available on the website of the Company at www.iiflcapital.com.

Kindly take the same on record and acknowledge.

Yours faithfully,

For **IIFL Capital Services Limited**
(Formerly IIFL Securities Limited)

Meghal Abhishek Shah
Digitally signed by Meghal Abhishek Shah
Date: 2026.08.17 15:20:14 +05'30'

Meghal Shah
Company Secretary

Encl: As above

IIFL Capital Services Limited
(Formerly known as IIFL Securities Limited)
CIN: L99999MH1996PLC132983
Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC,
Thane Industrial Area, Wagle Estate, Thane - 400 604
Tel: (91-22) 4103 5000 • Fax: (91-22) 2580 6654
E-mail: secretarial@iiflcapital.com • Website: www.iiflcapital.com

NOTICE OF THE THIRTY-FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-First (31st) Annual General Meeting (**"AGM"**) of the Members of IIFL Capital Services Limited (Formerly known as IIFL Securities Limited) (**"the Company"**) will be held on **Wednesday, September 09, 2026, at 11:30 a.m. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the business(es) as mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS(ES):

Item No. 1

Receiving, considering and adopting:

a. The Audited Standalone Financial Statement(s) of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditor's thereon.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone Financial Statement(s) of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

b. The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2026, together with Auditor's report thereon.

   To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2026 together with the report of the Auditors' thereon, be and are hereby received, considered and adopted."

Item No. 2

Re-appointing Mr. R. Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for re-appointment:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 (**"the Act"**) read with Articles of Association of the Company and other applicable provisions, if any, of the Act, Mr. R. Venkataraman (DIN: 00011919), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS(ES):

Item No. 3

Approving material related party transactions with IIFL Finance Limited

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include any Committee thereof) to enter into and/or continue transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, provided that all such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm's length basis from 31st Annual General Meeting (AGM) of the Company till the 32nd AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorise the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolution(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolution(s) be and are hereby confirmed and approved in all respects."

Item No. 4

Approving material related party transactions with IIFL Home Finance Limited

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include any Committee thereof) to enter into and/or continue transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with IIFL Home Finance Limited, being a Related Party as per SEBI Listing Regulations, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, provided that all such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm's length basis from 31st Annual General Meeting (AGM) of the Company till the 32nd AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorise the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolution(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolution(s) be and are hereby confirmed and approved in all respects."

Item No. 5

Approving material related party transactions with IIFL Samasta Finance Limited

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include any Committee thereof) to enter into and/or continue transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto with IIFL Samasta Finance Limited, being a Related Party as per SEBI Listing Regulations, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, provided that all such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business and on an arm's length basis from 31st Annual General Meeting (AGM) of the Company till the 32nd AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorise the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolution(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolution(s) be and are hereby confirmed and approved in all respects."

Item No. 6

Approving material related party transactions between IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include any Committee thereof) to enter into and/or continue transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) thereto between IIFL Management Services Limited, a Wholly Owned Subsidiary, with IIFL Finance Limited, being a Related Party as per SEBI Listing Regulations, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, provided that all such transaction(s)/contract(s)/arrangement(s)/agreement(s) or modification(s) shall be carried out in the ordinary course of business of the respective companies and on an arm's length basis from 31st Annual General Meeting (AGM) of the Company till the 32nd AGM of the Company, for a period not exceeding fifteen months;

RESOLVED FURTHER THAT the Members of the Company do hereby authorise the Board to sign and execute all such documents, deeds, and writings, including the filing of necessary forms and documents with regulatory authorities, and to do all such acts, deeds, matters, and things, and take such steps as may be deemed necessary, desirable, or expedient by the Board in its absolute discretion to give effect to this Resolution and to resolve any questions, difficulties, or doubts that may arise in this regard or be incidental thereto, without requiring any further approval or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director(s), the Chief Financial Officer, the Company Secretary, or any other Officer(s) or Authorised Representative(s) of the Company, as it may deem necessary or expedient, to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid Resolution(s);

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with or to give effect to the foregoing Resolution(s) be and are hereby confirmed and approved in all respects."

Item No. 7

Approving Offer, Issue and Allotment of Secured or Unsecured, Rated, Listed, Redeemable Non-Convertible Debentures by way of Public Issue and/or Private Placement Basis

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 26, 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations, guidelines and circulars (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the special resolutions passed by the members of the Company pursuant to Sections 180(1)(a) and 180(1)(c) of the Act by Postal Ballot on April 24, 2026, other applicable laws, rules, regulations, guidelines, circulars, notifications and/or clarifications issued by any relevant authority, as amended from time to time, and also subject to such approvals, permissions and sanctions as may be necessary, from any regulatory authority, creditors or any other parties as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, sanctions, consents and/or permissions, and as may be agreed by the Board, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (the 'Board', which term shall be deemed to include any Committee thereof) to offer, issue and allot, from time to time, (i) in one or more tranches, secured or unsecured, rated, listed, redeemable non-convertible debentures (**"NCDs"**), on a private placement basis, and/or (ii) secured, rated, listed, redeemable, NCDs by way of public issue of NCDs, both for an aggregate principal amount not exceeding ₹1,000 Crores (Rupees One Thousand Crores only), on such terms and conditions as may be determined by the Board in accordance with applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms of each issue or tranche, including the mode of issuance, size, tenure, coupon, security, pricing, redemption, listing and all other related matters, and to appoint intermediaries, approve and file offer documents and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to create such charge, mortgage, hypothecation or other security interest over the assets of the Company, as may be required in connection with the issuance of the NCDs;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board or any Director(s) or officer(s) of the Company as it may deem fit;

RESOLVED FURTHER THAT a copy of the above resolution, certified by the Company Secretary or any Director of the Company, be forwarded to such persons or authorities for necessary actions as may be required from time to time."

By Order of the Board of Directors
For IIFL Capital Services Limited

Meghal Shah
Company Secretary
ACS- 53569

Dated: July 23, 2026
Place: Mumbai

Regd. Office:
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23, MIDC,
Thane Industrial Area, Wagle Estate, Thane - 400 604
Email - secretarial@iiflcapital.com

Notes:

1. The Ministry of Corporate Affairs (**"MCA"**), vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and subsequent circulars issued from time to time, the latest being General Circular No. 03/2025 dated September 22, 2025, and the Securities and Exchange Board of India (**"SEBI"**), vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, read with other applicable circulars issued in this regard, have, inter alia, permitted the holding of Annual General Meetings (**"AGMs"**) through Video Conferencing (**"VC"**)/Other Audio Visual Means (**"OAVM"**) and granted certain related relaxations. Accordingly, in compliance with the provisions of the Companies Act, 2013 (**"the Act"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and the aforesaid circulars, the 31st (Thirty-First) AGM of the Company is being convened through VC/OAVM without the physical presence of Members at a common venue. Members can attend and participate in the 31st AGM through the VC/OAVM facility, and the Registered Office of the Company shall be deemed to be the venue of the 31st AGM.

2. The Explanatory Statement pursuant to Section 102 of the Act, setting forth the material facts relating to the Special Business(es) to be transacted at this AGM, together with the relevant details of the Director seeking re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are annexed hereto.

3. The Members can join and participate in the AGM through the VC/OAVM facility 15 minutes before the scheduled time of commencement of the Meeting and up to 15 minutes thereafter by following the procedure provided in this Notice. The facility of participation through VC/OAVM shall be made available to at least 1,000 Members on a first-come-first-served basis. However, this restriction shall not apply to large Members (i.e., Members holding 2% or more of the share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and such other persons as may be permitted under the applicable laws, who are allowed to attend the AGM without any restriction on account of first-come-first-served basis.

4. The attendance of Members participating in the AGM through the VC/OAVM facility shall be counted for the purpose of determining the quorum under Section 103 of the Act. In case of joint holders attending the AGM, only such joint holder whose name appears first in the Register of Members of the Company shall be entitled to vote at the AGM.

5. Pursuant to the provisions of Section 113 of the Act and the rules made thereunder, Institutional/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned certified true copy (PDF/JPEG format) of the Board Resolution/Authority Letter or other authorisation, authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting and/or e-Voting during the AGM. The said authorisation shall be sent to the Scrutiniser at cssnehalshah@gmail.com, with a copy marked to secretarial@iiflcapital.com.

6. Pursuant to the provisions of Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since the 31st AGM is being held through VC/OAVM in accordance with the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 31st AGM and, therefore, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations, read with the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the 31st AGM. The Company has engaged Central Depository Services (India) Limited (**"CDSL"**) for providing the remote e-Voting facility, the facility for participation in the AGM through VC/OAVM and the e-Voting facility during the AGM for Members who have not cast their vote through remote e-Voting.

8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 31st AGM, and the Annual Report for the financial year 2026, are being sent only through electronic mode to those Members whose email addresses are registered with the Company, National Securities Depository Limited (**"NSDL"**) and CDSL (collectively, the **"Depositories"**) as on the BENPOS date, i.e., Friday, August 07, 2026.

   In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2026 and Notice of the 31st AGM of the Company, may send request to the Company's email address at secretarial@iiflcapital.com mentioning Folio No./DP ID and Client ID.

   A communication containing the web-link and QR code for accessing the Annual Report will be sent to those Members whose email addresses are not registered with the Company/Depositories. The Notice of the

31st AGM and the Annual Report for the financial year 2026 will also be available on the Company's website at www.iiflcapital.com, the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of CDSL at www.evotingindia.com.

9. To support the **"Green Initiative"**, Members whose email addresses are not registered with the Company or their respective Depository Participant(s), and who wish to receive the Notice of the 31st AGM, the Annual Report for the financial year 2026, and other communications from the Company from time to time, are requested to register their email addresses by following the process set out below:

   a. **For Members holding shares in physical form:** Such Members may send a scanned copy of a signed request letter mentioning their Folio Number, complete postal address, and the email address to be registered, along with a self-attested copy of their PAN and any one document supporting their registered address (such as Aadhaar, Driving License, Passport or Bank Statement, or), by email secretarial@iiflcapital.com or to the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), at investor.helpdesk@in.mpms.mufg.com.

   b. **For Members holding shares in demat form:** Such Members are requested to register/update their email address with their respective Depository Participant(s) (**"DPs"**).

10. During the financial year 2026, the Company declared and paid an interim dividend of ₹3/- per equity share (i.e., 150% of the face value of ₹2/- per share), which is being treated as the final dividend for the financial year 2026. Please note that, pursuant to the provisions of Section 124(5) of the Act, any dividend remaining unclaimed for 7 (seven) years from the date of its transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority.

    In accordance with Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed dividends on its website at www.iiflcapital.com. In view of this, Members who have not yet encashed or received their dividend warrants for the periods listed below are requested to lodge their claims to the Company's RTA at the earliest and well before the respective due dates for transfer to the IEPF.

The due dates for transfer of unpaid/unclaimed dividends to the IEPF are set out below:

Financial Year	Interim Dividend per share (in ₹)	Date of declaration	Due date of Transfer
2019-2020	2	February 07, 2020	March 14, 2027
2020-2021	1	March 10, 2021	April 15, 2028
2021-2022	3	January 24, 2022	March 01, 2029
2022-2023	3	January 23, 2023	February 22, 2030
2023-2024	3	March 01, 2024	April 06, 2031
2024-2025	3	February 11, 2025	March 19, 2032
2025-2026	3	February 10,2026	March 18, 2033

11. The Statutory Registers, Financial Statements, and all other documents referred to in the Notice and Explanatory Statement will be made available for inspection by the Members. Members who wish to inspect these documents or seek any information in relation thereto are requested to send an email to the Company at secretarial@iiflcapital.com.

12. SEBI through its notification dated January 24, 2022, has mandated that requests for the transfer of securities, including transmission and transposition, shall be processed only in dematerialised form. Accordingly, Members holding shares in physical form are advised to dematerialise their holdings at the earliest to eliminate the risks associated with holding securities in physical form and to avail the benefits of dematerialisation. Members may contact the Company's RTA, at investor.helpdesk@in.mpms.mufg.com for assistance.

    Further, pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, SEBI has opened a Special Window for Transfer and Dematerialisation of Physical Securities for a period of one year from February 05, 2026 to February 04, 2027. Eligible investors holding original physical share certificates along with duly executed transfer deeds pertaining to securities acquired prior to April 01, 2019 may lodge their requests with the Company's RTA during the aforesaid period, subject to the conditions and procedures prescribed by SEBI.

13. Pursuant to the provisions of SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, as amended from time to time, listed companies shall process investor service requests relating to securities held in physical form, such as issue of duplicate share certificates, renewal or exchange of share certificates, endorsement, sub-division/splitting, consolidation of share certificates/folios, transmission and transposition, in accordance with the prescribed procedures. Members are requested to submit the prescribed Forms ISR-4 and/or ISR-5, as applicable, for availing such services.

14. Members are hereby informed that, pursuant to the provisions of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, read with SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, as amended from time to time, common and simplified norms have been prescribed for processing investor service requests relating to securities held in physical form, including updation of PAN, KYC details, bank account details and nomination. Members holding shares in physical form are requested to ensure that their PAN, KYC details, bank account details and nomination are updated with the Company's RTA. Members who have not yet updated the aforesaid details are requested to submit the prescribed Forms ISR-1, ISR-2 (where applicable), ISR-3 and SH-13, as applicable. The said forms are available on the Company's website at www.iiflcapital.com.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, PAN, bank account details, nomination, power of attorney, mandates or any other relevant particulars to their DP in respect of shares held in dematerialised form and to the Company's RTA in respect of shares held in physical form.

16. Members may avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder by submitting a duly filled and signed Form SH-13 to the Company's RTA. Members desirous of cancelling or varying an existing nomination may submit Form SH-14 to the Company's RTA. Members who do not wish to nominate any person may submit Form ISR-3. These forms will be made available on request.

17. The Company has designated an exclusive e-mail ID, secretarial@iiflcapital.com, for redressal of Members' queries and grievances. Members may send their queries, complaints or grievances to the aforesaid e-mail address.

18. Members may raise questions during the AGM or submit their queries in advance by sending an e-mail to secretarial@iiflcapital.com or investor.relations@iiflcapital.com in the manner prescribed in this Notice. Members are requested to send their queries in advance or keep their questions brief and specific during the AGM to enable the Company to respond appropriately.

19. Members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Wednesday, September 02, 2026, shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the said cut-off date.

20. A person who is not a Member of the Company as on the cut-off date, i.e., Wednesday, September 02, 2026, should treat this Notice for information purposes only. Members holding shares in physical form or Members who have not registered their e-mail address with the Company/RTA or their Depository Participant ("DP"), as the case may be, and persons who acquire shares of the Company after dispatch of the Notice and become Members of the Company as on the cut-off date, may obtain their User ID and Password for remote e-voting by following the procedure prescribed in this Notice.

21. Members attending the AGM and who have not cast their vote through remote e-voting shall be eligible to vote through the e-voting system during the AGM. Members who have already cast their vote through remote e-voting may attend the AGM; however, they shall not be entitled to vote again during the AGM.

22. The Board of Directors has appointed CS Snehal Shah & Associates, Practicing Company Secretaries (FCS No. 6114), and failing him, CS Pratik M. Shah, Practicing Company Secretary, as the Scrutiniser to scrutinise the remote e-voting process and e-voting during the AGM in a fair and transparent manner. The results of remote e-voting and e-voting during the AGM shall be declared within two (2) working days from the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at www.iiflcapital.com and on the website of CDSL at www.evotingindia.com and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

23. The resolutions, if approved by the requisite majority of the Members through remote e-voting and e-voting during the AGM, shall be deemed to have been passed on the date of the AGM, i.e., Wednesday, September 09, 2026.

24. The information and instructions for members for remote e-voting are as under:

In compliance with Regulation 44 of the SEBI Listing Regulations, Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the applicable MCA and SEBI Circulars and the Secretarial Standard on General Meetings (SS-2), the Company is providing its Members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("remote e-voting"). The remote e-voting facility is being provided by CDSL.

i. The remote e-voting period will commence on Friday, September 04, 2026, at 9:00 a.m. (IST) and will end on Tuesday, September 08, 2026, at 5:00 p.m. (IST). During this period, Members holding shares either in physical or dematerialised form as on the cut-off date (record date) of September 02, 2026, may cast their votes electronically. The e-voting module shall be disabled by CDSL after the conclusion of the voting period.

ii. Members who have cast their votes through remote e-voting prior to the meeting shall not be entitled to vote again during the meeting.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, and Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facilities to their Members in respect of all shareholder resolutions. It has been observed that participation from public non-institutional/retail shareholders in the e-voting process has remained comparatively low.

Currently, there are multiple e-voting service providers ("ESPs") in India, and Members are required to register separately with each ESP and maintain multiple user IDs and passwords.

In order to enhance the efficiency of the voting process and increase shareholder participation, SEBI, pursuant to a public consultation process, has introduced a system enabling demat account holders to access the e-voting facility through a single login credential via their demat accounts and/or the websites of the Depositories and Depository Participants. As a result, demat account holders can cast their votes without the need for separate registration with individual ESPs, thereby facilitating seamless authentication and enhancing convenience in the e-voting process.

iv. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, individual Members holding securities in dematerialised form are permitted to cast their votes through their demat accounts maintained with the Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat accounts to facilitate seamless access to the e-voting facility.

In accordance with the above-mentioned SEBI Circular, the login method for e-voting and joining virtual meetings for individual members holding securities in demat mode is given below:

Typeof Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select My Easi New (Token) Tab. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider's website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e- Voting Service Providers.

Typeof Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 4886 7000 and 022 2499 7000.

v. Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload Board Resolution and Power of Attorney (POA) if any. If uploaded, the same will be made available to scrutiniser for verification.

xvii. Facility for Non – Individual Shareholders and Custodians - Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and POA which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address cssnehalshah@gmail.com and secretarial@iiflcapital.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@iiflcapital.com or investor.relations@iiflcapital.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@iiflcapital.com or investor.relations@iiflcapital.com. These queries will be replied to by the Company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.helpdesk@in.mpms.mufg.com or secretarial@iiflcapital.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective DP.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective DP which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-

a. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their website www.mpms.mufg.com at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e- mail to RTA at investor.helpdesk@in.mpms.mufg.com.

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

b. For Permanent Registration for Demat shareholders:

It is clarified that, for permanent registration of their email address, Members are requested to register their email address with their respective Depository Participant (DP), in accordance with the procedure prescribed by the DP, for shares held in dematerialised form.

c. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.com at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at investor.helpdesk@in.mpms.mufg.com.

On submission of the Members details an OTP will be received by the Member who needs to be entered in the link for verification.

d. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with MUFG Intime India Private Limited, by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.com at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at investor.helpdesk@in.mpms.mufg.com.

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

Annexure to the Notice:

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying Notice

Item No. 3 to 6

Approving the material related party transactions

Pursuant to the provisions of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Schedule XII thereof, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the materiality threshold specified under the SEBI Listing Regulations.

Further, pursuant to the provisions of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and material modifications thereto require prior approval of the Members of the Company by way of an Ordinary Resolution.

The materiality threshold prescribed under Schedule XII of the SEBI Listing Regulations shall also apply to transactions between subsidiaries of the Company and related parties of the subsidiaries, where the Company is not a party to such transactions, and such transactions shall be considered material related party transactions of the Company requiring approval of the Members, if they exceed the prescribed threshold.

The Company, being engaged in the business of stock broking and allied activities, may, in the ordinary course of business, enter into various transactions with related parties, including purchase or sale of securities, subscription or redemption of securities, placement of funds, availing or rendering of services, reimbursement of expenses and other operational, financial and business transactions. Such transactions are undertaken in compliance with applicable laws, on an arm's length basis and on terms that are fair and reasonable and in the interest of the Company.

The maximum value of the proposed transactions with each related party, whether undertaken individually and/or in aggregate, shall not exceed the amounts specified in **Annexure A** forming part of this Notice. The approval of the Members shall be valid from the conclusion of the 31st Annual General Meeting (AGM) up to the conclusion of the 32nd AGM of the Company, for a period not exceeding fifteen months.

The Company proposes to obtain approval of the Members to enter into and/or continue arrangements, transactions, contracts or otherwise with related parties, whether by way of continuation, renewal, extension, modification of existing arrangements/ transactions/contracts or as fresh and independent transactions, as detailed in **Annexure A** to this Notice.

The details of the proposed material related party transactions, along with the disclosures required under Regulation 23 of the SEBI Listing Regulations read with the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Members for Approval of Related Party Transactions" ("RPT Industry Standards"), are provided below:

Sr. No.	Particulars	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Annexure A
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee, at its meeting held on May 04, 2026, reviewed the certificate issued by the Managing Director and Chief Financial Officer of the Company, in accordance with the requirements of the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction(s) were approved by the Audit Committee at its meeting held on May 04, 2026 and subsequently approved by the Board of Directors at its meeting held on May 04, 2026. The Board has accordingly recommended the proposed material related party transaction(s) for approval of the Members.

Sr. No.	Particulars	Details
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making	
7	Any other information that may be relevant	

The Board of Directors, after considering the recommendation of the Audit Committee and the terms and conditions of the proposed transactions, is of the opinion that the proposed material related party transactions are in the best interest of the Company and accordingly recommends the Ordinary Resolutions set out at Item Nos. 3 to 6 of this Notice for approval of the Members.

Pursuant to the provisions of Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolutions set out at Item Nos. 3 to 6 of this Notice, whether the entity is a related party to the particular transaction or not.

Except as disclosed in Annexure A, and to the extent of their shareholding and/or interest, if any, in the related party(ies), none of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 to 6 of this Notice.

Item No. 7

Approving Offer, Issue and Allotment of Secured or Unsecured, Rated, Listed, Redeemable Non-Convertible Debentures by way of Public Issue and/or Private Placement Basis

In order to meet the funding requirements of the Company, including for business operations, working capital requirements, repayment/refinancing of existing indebtedness and other general corporate purposes, the Board of Directors may, from time to time, consider raising funds through the issuance of secured or unsecured, rated, listed and redeemable non-convertible debentures ("NCDs") by way of public issue and/or private placement, in one or more tranches.

Pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 read with the rules made thereunder, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable laws, approval of the Members is required for issuance of NCDs on a private placement basis. Further, in terms of Sections 23 of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions, the Company may also undertake issuance of NCDs by way of public issue, subject to compliance with applicable statutory and regulatory requirements.

The proposed resolution seeks enabling approval of the Members authorising the Board of Directors of the Company to offer, issue and allot, from time to time, in one or more tranches, secured or unsecured, rated, listed and redeemable NCDs by way of public issue and/or private placement, for an aggregate principal amount not exceeding ₹1,000 Crores (Rupees One Thousand Crores only), on such terms and conditions as may be determined by the Board in accordance with applicable laws. The approval is intended to provide flexibility to the Company to access the debt capital markets in a timely and efficient manner depending upon market conditions and funding requirements.

The proposed issuance(s), if undertaken, shall be within the overall borrowing limits as approved by the Members pursuant to Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013. The Board shall determine the detailed terms of each issuance or tranche, including, inter alia, the size, timing, tenure, coupon, security, pricing, listing, redemption and other terms and conditions thereof.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

ANNEXURE A

MINIMUM INFORMATION AS REQUIRED UNDER RELATED PARTY TRANSACTIONS ("RPT") INDUSTRY STANDARDS

Item No. 3

Approving material related party transactions with IIFL Finance Limited

PART A: Minimum information of the proposed RPT

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Company is registered with the Reserve Bank of India ("RBI") as a Non-Banking Financial Company - Middle Layer ("NBFC-ML") and is primarily engaged in financing activities, including gold loans, MSME loans, construction and real estate finance, and capital market finance.

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

S. No.	Particulars of the information	Information provided by the management
1	Relationship with the related party	**Relationship with the Related Party:** IIFL Finance Limited is a related party of IIFL Capital Services Limited (Formerly IIFL Securities Limited). IIFL Capital Services Limited and IIFL Finance Limited have a common Promoter & Promoter Group, which, as on March 31, 2026, held 10,56,74,667 equity shares, representing 24.85% of the total paid up capital of IIFL Finance Limited. **Nature of interest:** Financial

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

S. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	(see table below)

Sr. No.	Nature of Transactions	FY 2026 (₹ in Crores)
1	Interest income	2.06
2	Inter Corporate Deposit Given	375.00
3	Inter Corporate Deposit given received back	375.00
4	Brokerage income (secondary market)	0.23
5	Brokerage and Commission on structured products	37.80
6	Allocation/Reimbursement of Expenses Received	5.87
7	Purchase of Fixed Assets	0.01
8	Allocation/Reimbursement of Expenses Paid	3.36
9	Allocation/Reimbursement of Expenses Paid Others	0.01
10	Sale of Fixed Assets	0.03
Total		**799.36**

S. No.	Particulars of the information	Information provided by the management
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	No

A(4). Amount of proposed transactions

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>(₹ in Crores)</th></tr>
<tr><td>1</td><td>Inter Corporate Deposit given</td><td>1,500.00</td></tr>
<tr><td>2</td><td>Inter Corporate Deposit taken</td><td>1,500.00</td></tr>
<tr><td>3</td><td>Allocation/reimbursement of expenses paid</td><td>15.00</td></tr>
<tr><td>4</td><td>Allocation/reimbursement of expenses received</td><td>15.00</td></tr>
<tr><td>5</td><td>Brokerage income (secondary market)</td><td>5.00</td></tr>
<tr><td>6</td><td>Brokerage/Commission Income on structured product</td><td>100.00</td></tr>
<tr><td>7</td><td>Purchase of fixed assets</td><td>1.00</td></tr>
<tr><td>8</td><td>Sale of fixed assets</td><td>1.00</td></tr>
<tr><td>9</td><td>Purchase of investment and other securities</td><td>200.00</td></tr>
<tr><td>10</td><td>Sale of investment and other securities</td><td>200.00</td></tr>
<tr><td>11</td><td>Investment banking/Advisory/Referral Fees</td><td>25.00</td></tr>
<tr><td>12</td><td>Interest Income/expense</td><td>As per Inter Corporate Deposit pricing terms</td></tr>
<tr><td>13</td><td>Other transactions</td><td>1.00</td></tr>
<tr><td></td><td>Total</td><td>3,563.00</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>137%</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	Not Applicable	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.	27%	
6	Financial performance of the related party for the immediately preceding financial year	**Particulars**	**FY 2026 (₹ in Crores)**
		Turnover	7,467.11
		Profit/(loss) After Tax	1,153.52
		Net worth	7,560.71

A(5). Basic details of proposed transactions

S. No.	Particulars of the information	Information provided by the management	
1 & 2	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.) and details of each type of the proposed transaction	**Nature of Transactions**	**Details**
		Inter Corporate Deposit given	Loans given and taken to effectively manage the working capital, treasury management and general corporate purpose
		Inter Corporate Deposit taken	
		Allocation/reimbursement of expenses paid	Allocations/reimbursements in nature of employee cost i.e. gratuity, leave encashment, ESOPs, etc., common office overhead expenses such as technology, rent, electricity etc.
		Allocation/reimbursement of expenses received	
		Investment banking/Advisory/Referral Fees received	Arrangement for Providing Leads/clients including business correspondent deals
		Purchase of fixed assets	Purchase/Sale of fixed assets between the Companies
		Sale of fixed assets	
		Brokerage income (share broker arrangement-secondary market)	Fees received by a broker for facilitating transactions involving secondary Market
		Brokerage/Commission Income on structured product	Fee/commission income on dealing in the structured product e.g. NCD, sub-debt & debt instruments
		Purchase of investment and other securities	Includes investments in equity, debentures, or instruments of similar nature of the related party or the other party.
		Sale of investment and other securities	
		Other transactions	Transactions other than above
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the 31st AGM until the 32nd AGM of the Company, not exceeding 15 months.	
4	Whether omnibus approval is being sought?	Yes	

S. No.	Particulars of the information	Information provided by the management
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transaction(s) are in the interest of the Company as they provide strategic and commercial advantages, including assured availability of required products and/or services, enhanced operational efficiency, and potential cost and margin benefits compared to available third-party alternatives. The transaction(s) are proposed to be undertaken in the ordinary course of business and on an arm's length basis, with pricing and other terms benchmarked against comparable market transactions and without any preferential treatment. Appropriate safeguards, including service level arrangements, performance monitoring mechanisms, audit and inspection rights, and termination provisions, wherever applicable, have been incorporated to protect the interests of the Company. The transaction(s) are in compliance with the Company's Related Party Transactions Policy and applicable regulatory requirements and have been reviewed by the Audit Committee in accordance with applicable law. Accordingly, the Board is of the view that the proposed Related Party Transaction(s) are fair, reasonable and beneficial to the Company.
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director/ KMP, in the related party	Mr. R. Venkataraman and Mr. Nirmal Jain, Promoters of IIFL Capital Services Limited, also serve as Joint Managing Directors of IIFL Finance Limited. Further, Mr. R. Venkataraman is the Managing Director and Key Managerial Personnel of IIFL Capital Services Limited. As on March 31, 2026, the common Promoter and Promoter Group held 10,56,74,667 equity shares, representing 24.85% of the paid-up equity share capital of IIFL Finance Limited. Accordingly, Mr. R. Venkataraman and Mr. Nirmal Jain may be deemed to be interested in the proposed transaction(s) by virtue of their positions and association with both the entities.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	

PART B (Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A)

B(2). Disclosure in case of transactions relating to loans and advances (other than trade advances) or Inter Corporate Deposit given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction	The same will be funded entirely through the Company's own internal accruals.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance	a. Nature of Indebtedness: Not Applicable b. Total cost of borrowing: Nil c. Tenure: Not Applicable d. Other details: Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest shall be charged at SBI 3-Month MCLR plus a spread of up to 2%, aligned to recent pricing of borrowing of similar paper from non-related entities
5	Maturity/due date	Up to 1 year
6	Repayment schedule & terms	Repayment may be made through a bullet repayment or part repayments on demand, subject to final repayment not exceeding the stipulated maturity date.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, treasury management activities and general corporate purpose

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of Funds in connection with the proposed transaction.	The proposed transaction will be funded through the Company's internal accruals.
2	Where any financial indebtedness is incurred to make investment	a. Nature of indebtedness : Not Applicable b. Total cost of borrowing : Nil c. Tenure : Not Applicable d. Other details : Not Applicable
3	Purpose for which funds shall be utilised by the investee company.	Working Capital, Treasury management and general corporate purpose
4	Material terms of the proposed transaction	Not Applicable

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	There are no material covenants proposed in relation to the transaction.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest shall be charged at SBI 3-month MCLR plus a spread of up to 2%, aligned to recent pricing of borrowing of similar paper from non-related entities
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil
4	Maturity/due date	Up to 1 year
5	Repayment schedule & terms	Repayment may be made through a bullet or part repayment on demand not exceeding the due date.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilised by the listed entity/ subsidiary	The funds shall be utilised for working capital requirements, treasury management activities and general corporate purpose

PART C: Information to be provided only if a specific type of RPT proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), Inter Corporate Deposit given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA stable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	FY 2024	
	FY 2025	
	FY 2026	

C(2) Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA stable
2	Whether any regulatory approval is required, If yes, whether the same has been obtained	Not required

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management*
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction – 0.59 b. After transaction – 1.08
2	Debt Services Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction – 0.51 b. After transaction – 0.29

**Note: Based on consolidated figures*

Item No. 4

Approving material related party transactions with IIFL Home Finance Limited

PART A (Minimum information of the proposed RPT)

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Home Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	IIFL Home Finance Limited is engaged in the financial services sector, primarily providing housing loans for the purchase, construction, extension and renovation of residential properties. The Company also offers secured SME loans for business and personal requirements, as well as construction finance to developers engaged in affordable housing projects.

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

S. No.	Particulars of the information	Information provided by the management
1	Relationship with the related party	**Relationship with the Related Party:** IIFL Home Finance Limited is a subsidiary of IIFL Finance Limited. IIFL Home Finance Limited is a related party of the Company by virtue of being a fellow subsidiary under the common Promoter and Promoter Group of IIFL Capital Services Limited and IIFL Finance Limited. **Nature of interest:** Financial

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

S. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	See table below

Sr. No.	Nature of Transactions	FY 2026 (₹ in Crores)
1	Brokerage income (secondary market)*	0.00
2	Inter Corporate Deposit Taken	250.00
3	Inter Corporate Deposit Taken, given back	250.00
4	Referral fees received	0.65
5	Allocation/Reimbursement of Expenses Received	1.59
6	Interest Expenses	1.39
7	Purchase of Fixed Assets	0.01
8	Allocation/Reimbursement of Expenses Paid	1.00
9	Sale of Fixed Assets*	0.00
Total		**504.64**

*Amount is less than ₹ 50,000/-

S. No.	Particulars of the information	Information provided by the management
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	No

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

S. No.	Particulars of the information	Information provided by the management		
		S. No.	**Nature of Transactions**	**(₹ in Crores)**
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	1	Inter Corporate Deposit given	1,300.00
		2	Inter Corporate Deposit taken	1,300.00
		3	Allocation/reimbursement of expenses paid	5.00
		4	Allocation/reimbursement of expenses received	1.00
		5	Brokerage income (secondary market)	1.00
		6	Brokerage/Commission/Advisory/Referral fees income on structured product	50.00
		7	Purchase of fixed assets	1.00
		8	Sale of fixed assets	1.00
		9	Purchase of investment and other securities	50.00
		10	Sale of investment and other securities	50.00
		11	Referral Fees	10.00
		12	Interest Income/expense	As per Inter Corporate Deposit pricing terms
		13	Other transactions	1.00
		Total		**2,770.00**
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	106%		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	Not Applicable		

S. No.	Particulars of the information	Information provided by the management	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.	73%	
6	Financial performance of the related party for the immediately preceding financial year	**Particulars**	**FY 2026 (₹ in Crores)**
		Turnover	3,807.61
		Profit/(loss) After Tax	745.81
		Net worth	8,064.68

A(5). Basic details of proposed transactions

S. No.	Particulars of the information	Information provided by the management	
1 & 2	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.) and details of each type of the proposed transaction	**Nature of Transactions**	**Details**
		Inter Corporate Deposit given	Loans given and taken to effectively manage the working capital, treasury management and general corporate purpose
		Inter Corporate Deposit taken	
		Allocation/reimbursement of expenses paid	Allocations/reimbursements in nature of employee cost i.e. gratuity, leave encashment, ESOPs, etc., common office overhead expenses such as technology, rent, electricity etc.
		Allocation/reimbursement of expenses/ Referral fees received	
		Investment Banking/Advisory fees/ Referral fees received	Arrangement for Providing Leads/clients including business correspondent deals
		Referral Fees	
		Purchase of fixed assets	Purchase/Sale of fixed assets between the Companies
		Sale of fixed assets	
		Brokerage income (share broker arrangement-secondary market)	Fees received by a broker for facilitating transactions involving secondary Market
		Brokerage/Commission Income on structured product	Fee/commission income on dealing in the structured product
		Purchase of investment and other securities	Includes investments in equity, debentures, or instruments of similar nature of the related party or the other party.
		Sale of investment and other securities	
		Other transactions	Transactions other than above
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the 31st AGM until the 32nd AGM of the Company, not exceeding 15 months.	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable	

S. No.	Particulars of the information	Information provided by the management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transaction(s) are in the interest of the Company as they provide strategic and commercial advantages, including assured availability of required products and/or services, enhanced operational efficiency, and potential cost and margin benefits compared to available third-party alternatives. The transaction(s) are proposed to be undertaken in the ordinary course of business and on an arm's length basis, with pricing and other terms benchmarked against comparable market transactions and without any preferential treatment. Appropriate safeguards, including service level arrangements, performance monitoring mechanisms, audit and inspection rights, and termination provisions, wherever applicable, have been incorporated to protect the interests of the Company. The transaction(s) are in compliance with the Company's Related Party Transactions Policy and applicable regulatory requirements and have been reviewed by the Audit Committee in accordance with applicable law. Accordingly, the Board is of the view that the proposed Related Party Transaction(s) are fair, reasonable and beneficial to the Company.
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director/ KMP, in the related party	Mr. R. Venkataraman and Mr. Nirmal Jain, Promoters of IIFL Capital Services Limited, also serve as Joint Managing Directors of IIFL Finance Limited. IIFL Home Finance Limited is a subsidiary of IIFL Finance Limited. Further, Mr. R. Venkataraman is the Managing Director and Key Managerial Personnel of IIFL Capital Services Limited and also serves as a Non-Executive Director of IIFL Home Finance Limited. As on March 31, 2026, the common Promoter and Promoter Group held 10,56,74,667 equity shares, constituting 24.85% of the paid-up equity share capital of IIFL Finance Limited. Accordingly, Mr. R. Venkataraman and Mr. Nirmal Jain may be deemed to be interested in the proposed transaction(s) by virtue of their positions and association with the respective entities.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	

PART B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A

B(1) – Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	On Actual Basis
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

B(2). Disclosure in case of transactions relating to loans and advances (other than trade advances) or Inter Corporate Deposit given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction	The same will be funded entirely through the Company's own internal accruals.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance	a. Nature of Indebtedness: Not Applicable b. Total cost of borrowing: Nil c. Tenure: Not Applicable d. Other details: Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders.	Not Applicable
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest shall be charged at SBI 3-Month MCLR plus a spread of up to 2%, aligned to recent pricing of borrowing of similar paper from non-related entities
5	Maturity/due date	Upto 1 year
6	Repayment schedule & terms	Repayment may be made through a bullet repayment or part repayments on demand, subject to final repayment not exceeding the stipulated maturity date.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, treasury management activities and general corporate purpose

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of Funds in connection with the proposed transaction.	The proposed transaction will be funded through the Company's internal accruals.
2	Where any financial indebtedness is incurred to make investment	a. Nature of indebtedness : Not Applicable b. Total cost of borrowing : Nil c. Tenure : Not Applicable d. Other details : Not Applicable
3	Purpose for which funds shall be utilised by the investee company.	Working Capital, Treasury management and general corporate purpose
4	Material terms of the proposed transaction	Not Applicable

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	There are no material covenants proposed in relation to the transaction.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest shall be charged at SBI 3-month MCLR plus a spread of up to 2%, aligned to recent pricing of borrowing of similar paper from non-related entities.
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil

S. No.	Particulars of the information	Information provided by the management
4	Maturity/due date	Upto 1 year
5	Repayment schedule & terms	Repayment may be made through a bullet or part repayment on demand not exceeding the due date.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilised by the listed entity/subsidiary	The funds shall be utilised for working capital requirements, treasury management activities and general corporate purpose.

PART C: Information to be provided only if a specific type of RPT proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), Inter Corporate Deposit given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA stable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	FY 2024	
	FY 2025	
	FY 2026	

C(2) Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA stable
2	Whether any regulatory approval is required, If yes, whether the same has been obtained	Not required

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management*
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction – 0.59 b. After transaction – 1.02
2	Debt Services Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction – 0.51 b. After transaction – 0.31

**Note:* Based on consolidated figures*

Item No. 5

Approving material related party transactions with IIFL Samasta Finance Limited

PART A (Minimum information of the proposed RPT)

A(1). Basic details

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Samasta Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	IIFL Samasta Finance Limited is a Non Banking Finance Company - Micro Finance Institution (NBFC MFI). The Company is engaged in providing micro finance services to women who are enrolled as members and organised as Joint Liability Group ('JLG'), Small business loans and loans against property

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

S. No.	Particulars of the information	Information provided by the management
1	Relationship with the related party	**Relationship with the Related Party:** IIFL Samasta Finance Limited is a subsidiary of IIFL Finance Limited. IIFL Samasta Finance Limited is a related party of the Company by virtue of being a fellow subsidiary under the common Promoter and Promoter Group of IIFL Capital Services Limited and IIFL Finance Limited. **Nature of interest -** Financial

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

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="3">1</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2026 (₹ in Crores)</td></tr>
<tr><td>1</td><td>Inter Corporate Deposit Taken</td><td>100.00</td></tr>
<tr><td>2</td><td>Inter Corporate Loan Taken Return Back</td><td>100.00</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td colspan="3">Nil</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year</td><td colspan="3">Not Applicable</td></tr>
</table>

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

S. No.	Particulars of the information	Information provided by the management		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	**S. No.**	**Nature of Transactions**	**(₹ in Crores)**
		1	Inter Corporate Deposit given	1,500.00
		2	Inter Corporate Deposit taken	1,500.00
		3	Allocation/reimbursement of expenses paid	5.00
		4	Allocation/reimbursement of expenses received	5.00
		5	Brokerage income (secondary market)	1.00
		6	Brokerage/Commission Income on structured product	35.00
		7	Purchase of fixed assets	1.00
		8	Sale of fixed assets	1.00
		9	Purchase of investment and other securities	50.00
		10	Sale of investment and other securities	50.00
		11	Investment Banking/Advisory fees/Referral Fees received	25.00
		12	Investment Banking/Advisory fees/Referral Fees paid	25.00
		13	Interest Income/expense	As per Inter Corporate Deposit pricing terms
		14	Other transactions	1.00
		Total		**3,199.00**
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	123%		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	Not Applicable		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year	141%		
6	Financial performance of the related party for the immediately preceding financial year	**Particulars**		**FY 2026 (₹ in Crores)**
		Turnover		2,264.58
		Profit After Tax		21.30
		Net Worth		1,919.76

A(5). Basic details of proposed transactions

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1 & 2</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.) and details of each type of the proposed transaction</td><td>
<table>
<tr><th>Nature of Transactions</th><th>Details</th></tr>
<tr><td>Inter Corporate Deposit given</td><td rowspan="2">Loans given and taken to effectively manage the working capital, treasury management and general corporate purpose</td></tr>
<tr><td>Inter Corporate Deposit taken</td></tr>
<tr><td>Allocation/reimbursement of expenses paid</td><td rowspan="2">Allocations/reimbursements in nature of employee cost i.e. gratuity, leave encashment, ESOPs, etc., common office overhead expenses such as technology, rent, electricity etc.</td></tr>
<tr><td>Allocation/reimbursement of expenses received</td></tr>
<tr><td>Investment banking/Advisory/Referral Fees received</td><td rowspan="2">Arrangement for Providing Leads/clients including business correspondent deals</td></tr>
<tr><td>Investment banking/Advisory/Referral Fees paid</td></tr>
<tr><td>Purchase of fixed assets</td><td rowspan="2">Purchase/Sale of fixed assets between the Companies</td></tr>
<tr><td>Sale of fixed assets</td></tr>
<tr><td>Brokerage income (share broker arrangement-secondary market)</td><td>Fees received by a broker for facilitating transactions involving secondary market</td></tr>
<tr><td>Brokerage/Commission Income on structured product</td><td>Fee/commission income on dealing in the structured product</td></tr>
<tr><td>Purchase of investment and other securities</td><td rowspan="2">Includes investments in equity, debentures, or instruments of similar nature of the related party or the other party.</td></tr>
<tr><td>Sale of investment and other securities</td></tr>
<tr><td>Other transactions</td><td>Transactions other than above</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>From the 31st AGM until the 32nd AGM of the Company, not exceeding 15 months.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Not Applicable</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed Related Party Transactions are in the interest of the Company as it provides clear strategic and commercial advantages, including assured availability of required goods/services, improved operational efficiency, and measurable cost or margin benefits compared to available third-party alternatives. The pricing and terms have been benchmarked against independent market comparables and are confirmed to be on an arm's-length basis, with no preferential treatment. Adequate safeguards—including defined SLAs, penalties for non-performance, audit/inspection rights, and termination options—ensure protection of the Company's interests. The transactions are in the ordinary course of business, complies with the Company's RPT Policy and applicable regulatory requirements, and has been evaluated without the participation of interested directors. Accordingly, the RPT is considered fair, reasonable, and beneficial to the Company.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Mr. R. Venkataraman and Mr. Nirmal Jain, Promoters of IIFL Capital Services Limited, also serve as Joint Managing Directors of IIFL Finance Limited. IIFL Samasta Finance Limited is a subsidiary of IIFL Finance Limited. Further, Mr. R. Venkataraman is the Managing Director and Key Managerial Personnel of IIFL Capital Services Limited and also serves as a Non-Executive Director of IIFL Samasta Finance Limited. As on March 31, 2026, the common Promoter and Promoter Group held 10,56,74,667 equity shares, constituting 24.85% of the paid-up equity share capital of IIFL Finance Limited. Accordingly, Mr. R. Venkataraman and Mr. Nirmal Jain may be deemed to be interested in the proposed transaction(s) by virtue of their positions and association with the respective entities.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making.	

PART B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A

B(1) – Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	On Actual Basis
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

B(2). Disclosure in case of transactions relating to loans and advances(other than trade advances)or Inter Corporate Deposit given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction	The same will be funded entirely through the Company's own internal accruals.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance	a. Nature of Indebtedness: Not Applicable b. Total cost of borrowing: Nil c. Tenure: Not Applicable d. Other details: Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. Note: Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest shall be charged at SBI 3-Month MCLR plus a spread of up to 2%, aligned to recent pricing of borrowing of similar paper from non-related entities
5	Maturity/due date	Upto 1 year
6	Repayment schedule & terms	Repayment may be made through a bullet repayment or part repayments on demand, subject to final repayment not exceeding the stipulated maturity date.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, treasury management activities and general corporate purpose

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of Funds in connection with the proposed transaction.	The proposed transaction will be funded through the Company's internal accruals.
2	Where any financial indebtedness is incurred to make investment	a. Nature of indebtedness : Not Applicable b. Total cost of borrowing : Nil c. Tenure : Not Applicable d. Other details : Not Applicable
3	Purpose for which funds shall be utilised by the investee company.	Working Capital, Treasury management and general corporate purpose
4	Material terms of the proposed transaction	Not Applicable

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	There are no material covenants proposed in relation to the transaction.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest shall be charged at SBI 3-month MCLR plus a spread of up to 2%, aligned to recent pricing of borrowing of similar paper from non-related entities.
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil
4	Maturity/due date	Upto 1 year
5	Repayment schedule & terms	Repayment may be made through a bullet or part repayment on demand not exceeding the due date.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilised by the listed entity/subsidiary	The funds shall be utilised for working capital requirements, treasury management activities and general corporate purpose.

PART C: Information to be provided only if a specific type of RPT proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), Inter Corporate Deposit given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA-/stable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	FY 2024	
	FY 2025	
	FY 2026	

C(2) Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA-/stable
2	Whether any regulatory approval is required, If yes, whether the same has been obtained	Not required

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management*
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction – 0.59 b. After transaction – 1.08
2	Debt Services Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction – 0.51 b. After transaction – 0.29

**Note: Based on consolidated figures*

Item No. 6

Approving material related party transactions between IIFL Management Services Limited, a wholly owned subsidiary company, with IIFL Finance Limited

PART A (Minimum information of the proposed RPT)

A(1). Basic details

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Company is registered with the Reserve Bank of India ("RBI") as a Non-Banking Financial Company - Middle Layer ("NBFC-ML") and is primarily engaged in financing activities, including gold loans, MSME loans, construction and real estate finance, and capital market finance.

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

S. No.	Particulars of the information	Information provided by the management
1	Relationship with the related party	**Relationship with the Related Party:** IIFL Finance Limited is a related party of IIFL Capital Services Limited (Formerly IIFL Securities Limited). IIFL Capital Services Limited and IIFL Finance Limited have a common Promoter & Promoter Group, which, as on March 31, 2026, held 10,56,74,667 equity shares, representing 24.85% of the total paid up capital of IIFL Finance Limited. **Nature of interest:** Financial

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

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="6">1</td><td rowspan="6">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2026 (₹ in Crores)</td></tr>
<tr><td>1.</td><td>Purchase of investment and other securities</td><td>134.82</td></tr>
<tr><td>2.</td><td>Allocation/reimbursement of expenses paid</td><td>0.20</td></tr>
<tr><td>3</td><td>Allocation/reimbursement of expenses received</td><td>0.06</td></tr>
<tr><td>4</td><td>Allocation/reimbursement of expenses paid-others</td><td>0.01</td></tr>
<tr><td>5</td><td>Interest Income on Investment</td><td>0.43</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td colspan="3">Nil</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year</td><td colspan="3">No</td></tr>
</table>

A(4) Amount of proposed transactions

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="9">1</td><td rowspan="9">Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>S. No.</td><td>Nature of Transactions</td><td>(₹ in Crores)</td></tr>
<tr><td>1</td><td>Allocation/reimbursement of expenses paid</td><td>5.00</td></tr>
<tr><td>2</td><td>Allocation/reimbursement of expenses received</td><td>5.00</td></tr>
<tr><td>3</td><td>Allocation/reimbursement of expenses paid-others</td><td>5.00</td></tr>
<tr><td>4</td><td>Allocation/reimbursement of expenses received-others</td><td>5.00</td></tr>
<tr><td>5</td><td>Brokerage/Commission on structured products</td><td>5.00</td></tr>
<tr><td>6</td><td>Purchase of investment and other securities</td><td>1,500.00</td></tr>
<tr><td>7</td><td>Sale of Investment and other Securities</td><td>1,500.00</td></tr>
<tr><td colspan="2">Total</td><td>3,025.00</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="3">Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td colspan="3">116%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.</td><td colspan="3">6952%</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.</td><td colspan="3">23%</td></tr>
<tr><td rowspan="4">6</td><td rowspan="4">Financial performance of the related party for the immediately preceding financial year</td><td colspan="2">Particulars</td><td>FY 2026
(₹ in Crores)</td></tr>
<tr><td colspan="2">Turnover</td><td>7,467.11</td></tr>
<tr><td colspan="2">Profit/(loss) After Tax</td><td>1,153.52</td></tr>
<tr><td colspan="2">Net worth</td><td>7,560.71</td></tr>
</table>

A(5). Basic details of proposed transactions

S. No.	Particulars of the information	Information provided by the management	
		Nature of Transactions	**Details**
1 & 2	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.) and details of each type of the proposed transaction	Allocation/reimbursement of expenses paid	Allocations/reimbursements in nature of employee cost i.e. gratuity, leave encashment, ESOPs, etc., common office overhead expenses such as technology, rent, electricity etc.
		Allocation/reimbursement of expenses received	
		Purchase of fixed assets	Purchase/Sale of fixed assets between the Companies
		Sale of fixed assets	
		Brokerage/Commission income on structured products	Fee/commission income on dealing in the structured products
		Purchase of investment and other securities	Includes investments in equity, debentures, or instruments of similar nature of the related party or the other party.
		Sale of investment and other securities	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the 31st AGM until the 32nd AGM of the Company, not exceeding 15 months.	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transaction(s), though entered into between a subsidiary of the Company and a related party of the Company, are in the ordinary course of business, undertaken on an arm's length basis, and in compliance with applicable laws. These transactions support the subsidiary's business operations, enhance operational efficiency, and are in the best interests of the Company and its shareholders.	
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director/ KMP, whether direct or indirect, in the related party	Mr. R. Venkataraman and Mr. Nirmal Jain, Promoters of IIFL Capital Services Limited, also serve as Joint Managing Directors of IIFL Finance Limited. Further, Mr. R. Venkataraman is the Managing Director and Key Managerial Personnel of IIFL Capital Services Limited. As on March 31, 2026, the common Promoter and Promoter Group held 10,56,74,667 equity shares, representing 24.85% of the paid-up equity share capital of IIFL Finance Limited. Accordingly, Mr. R. Venkataraman and Mr. Nirmal Jain may be deemed to be interested in the proposed transaction(s) by virtue of their positions and association with both the entities.	

S. No.	Particulars of the information	Information provided by the management
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making.	

PART B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A

B(1) – Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	On Actual Basis
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of Funds in connection with the proposed transaction.	The proposed transaction will be funded through the Company's internal accruals and borrowings.
2	Where any financial indebtedness is incurred to make investment	a. Nature of indebtedness : Financial b. Total cost of borrowing : Interest Cost would be at SBI 3-month MCLR plus a spread of up to 2% (~10%) c. Tenure : Up to 1 year d. Other details : Not Applicable
3	Purpose for which funds shall be utilised by the investee company.	Working Capital, Treasury management and general corporate purpose
4	Material terms of the proposed transaction	Not Applicable

C(2) Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particular of the information	Information provided by the management
1	Latest credit rating of the related party	CRISIL Ratings : AA stable
2	Whether any regulatory approval is required, If yes, whether the same has been obtained	Not required

ANNEXURE -B

Information pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Particulars	Mr. R. Venkataraman
Age	59 years
Nationality	Indian
Date of first appointment on the Board	May 13, 2019
Qualifications	Master of Business Administration and Bachelor of Technology in Electronics and Electrical Communications
Brief resume including expertise in specific functional areas	Mr. R Venkataraman is the Managing Director, as well as, Co-Promoter of the Company. He holds Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Bachelor's degree in Electronics and Electrical Communications Engineering from IIT Kharagpur. He has contributed immensely to the establishment of various businesses and spearheading key initiatives of the IIFL Group over the past 26 years. He previously held senior managerial positions in ICICI Limited, including ICICI Securities Limited, their investment banking joint venture with JP Morgan of US, and Barclays – BZW. He also worked with GE Capital Services India Limited in its private equity division. He has a varied experience of more than 33 years in the financial services sector.
Number of shares held in the Company as on March 31, 2026	1,11,84,432
Directorships held in other public companies (excluding foreign companies) as on March 31, 2026	• IIFL Finance Limited • IIFL Home Finance Limited • IIFL Samasta Finance Limited
Attendance in number of Board eligible during the financial year 2026	Five of Six
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee in public limited companies) as on March 31, 2026	• IIFL Finance Limited – Stakeholders' Relationship Committee (Member) • IIFL Home Finance Limited – Stakeholders' Relationship Committee (Member) • IIFL Samasta Finance Limited – Audit Committee (Member)
Relationships between Directors inter-se	None
Past Remuneration details (₹ in Mn) (FY 2026)	99.6
Stock Option (Exercised and allotted in no.)	Nil

By Order of the Board of Directors
For IIFL Capital Services Limited

Meghal Shah
Company Secretary
ACS- 53569

Dated: July 23, 2026
Place: Mumbai

Regd. Office:
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23, MIDC,
Thane Industrial Area, Wagle Estate, Thane - 400 604
Email - secretarial@iiflcapital.com