

## NOTICE

Notice is hereby given that the **11<sup>TH</sup> Annual General Meeting** of the Members of **IIFL ASSET MANAGEMENT LIMITED** will be held on July 31<sup>st</sup>, 2021 at 1<sup>st</sup> Floor, IIFL Centre, Kamala City, S.B. Marg, Lower Parel (W), Mumbai – 400 013 at 10:00 am to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Venkataraman Rajamani – Non Executive Director, who retires from office by rotation and being eligible, offers himself for re-appointment.

**“RESOLVED THAT** Mr. Venkataraman Rajamani (DIN: 00011919) who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby reappointed as the Director of the Company.”

### SPECIAL BUSINESS:

3. **To regularize Appointment of Mr. Manoj Shenoy as Whole Time Directors of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Manoj Shenoy (DIN: 06679235) who was appointed as an Additional Director in the capacity of the Company with effect from March 22, 2021 and who holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Whole Time Director of the Company for the period of 5 (five) years commencing from March 22, 2021 to March 21, 2026, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** Directors of the Company or Mr. Chinmay Joshi, Company Secretary or Mr. Jignesh Modi – Head – Compliance, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies/Securities & Exchange Board of India (SEBI) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. **To regularize Appointment of Mr. Mr. Ravi Sethurathnam as Non – Executive Independent Directors of the Company.**

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

### **IIFL ASSET MANAGEMENT LIMITED**

#### **Corporate & Registered Office:**

6<sup>th</sup> Floor, IIFL Centre, Kamala City, Senapati Bapat Marg,

Lower Parel, Mumbai – 400 013

TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

SECRETARIAL@IIFLW.COM

(IIFL Wealth Group )

[www.iiflamc.com](http://www.iiflamc.com)

CIN: U74900MH2010PLC201113

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160,161(1), 149 and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ravi Sethurathnam (DIN - 00009790) who was appointed as an Additional Director and Independent director of the Company by the Board of Directors with effect from February 25, 2021 and who hold the office upto the date of Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director for a term of 5 (five) years from February 25, 2021 to February 24, 2026 of the Company, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** Directors of the Company or Mr. Chinmay Joshi, Company Secretary or Mr. Jignesh Modi – Head- Compliance, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies/Securities & Exchange Board of India (SEBI) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board**

Sd/-  
**Chinmay Joshi**  
**Company Secretary**

Dated: July 07, 2021

Registered Office: IIFL Centre, 6<sup>th</sup> Floor Kamala City, S.B.  
Marg, Lower Parel, Mumbai – 400 013.

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## Explanatory Statement

- **ITEM No. 3: To regularize Mr. Manoj Shenoy, as a Whole Time Director of the Company:**

Mr. Manoj Shenoy (DIN: 06679235) was appointed as an Additional Director of the Company, with effect from March 22, 2021. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Manoj Shenoy holds office up to the ensuing Annual General Meeting of the Company. The Company is in receipt of a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Manoj Shenoy for the office of the Whole Time Director of the Company.

The Board accordingly recommends the special resolution set out at item no 3 of this notice for approval of the Members.

Except for Mr. Manoj Shenoy, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

- **ITEM No. 4: To appoint Mr. Ravi Sethurathnam as Non-Executive Independent Director of the Company:**

Mr. Ravi Sethurathnam (DIN - 00009790) was appointed as an Additional Director and Independent Director of the Company by the Board of Directors on February 25, 2021 pursuant to the applicable provisions of the Companies Act, 2013 and articles of association of the Company.

The Company is in receipt of a notice in writing to Section 160 of the Act proposing the candidature Mr. Ravi Sethurathnam for the office of the Non-Executive Independent Director of the Company.

The Board accordingly recommends the special resolution set out at item no 4 of this notice for approval of the Members.

Except for Mr. Ravi Sethurathnam, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

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**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the commencement of the Meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.

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**ATTENDANCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No: \_\_\_\_\_

NAME AND ADDRESS OF SHAREHOLDER: \_\_\_\_\_

NAME OF PROXYHOLDER: \_\_\_\_\_

NO. OF SHARES HELD: \_\_\_\_\_

I hereby record my presence at the 11<sup>th</sup> ANNUAL GENERAL MEETING of the Members of **IIFL ASSET MANAGEMENT LIMITED** held on July 31<sup>st</sup>, 2021 at 1<sup>st</sup> Floor, IIFL Centre, Kamala City, S.B. Marg, Lower Parel (W), Mumbai – 400013

Signature of the Shareholder or Proxy \_\_\_\_\_

**Notes:**

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

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**Form No. MGT-11**

PROXY FORM

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

CIN: U74900MH2010PLC201113

Name of the Company: **IIFL ASSET MANAGEMENT LIMITED**

Registered Office: IIFL Centre, 6th Floor, Kamala City, S. B. Marg, Lower Parel (West) Mumbai – 400013.

|                        |
|------------------------|
| Name of the Member(s): |
| Registered address:    |
| E-mail Id:             |
| Folio No. / Client Id: |
| DP ID:                 |

I/We \_\_\_\_\_ being member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General meeting of the company, to be held on the July 31<sup>st</sup>, 2021 day of Saturday at 10:00 am at IIFL Centre, 1<sup>st</sup> Floor, Kamala City, S.B. Marg, Lower Parel (W), Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and
2. To appoint Mr. Venkataraman Rajamani- Non – Executive Director Director, who retires by rotation and being eligible, offers himself for reappointment.
3. To regularize Mr. Manoj Shenoy, as a Whole Time Director of the Company
4. To regularize Mr. Ravi Sethurathnam as Non-Executive Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021  
Signature of Shareholder: \_\_\_\_\_ Signature of Proxy holder(s):

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**

Affix revenue stamp

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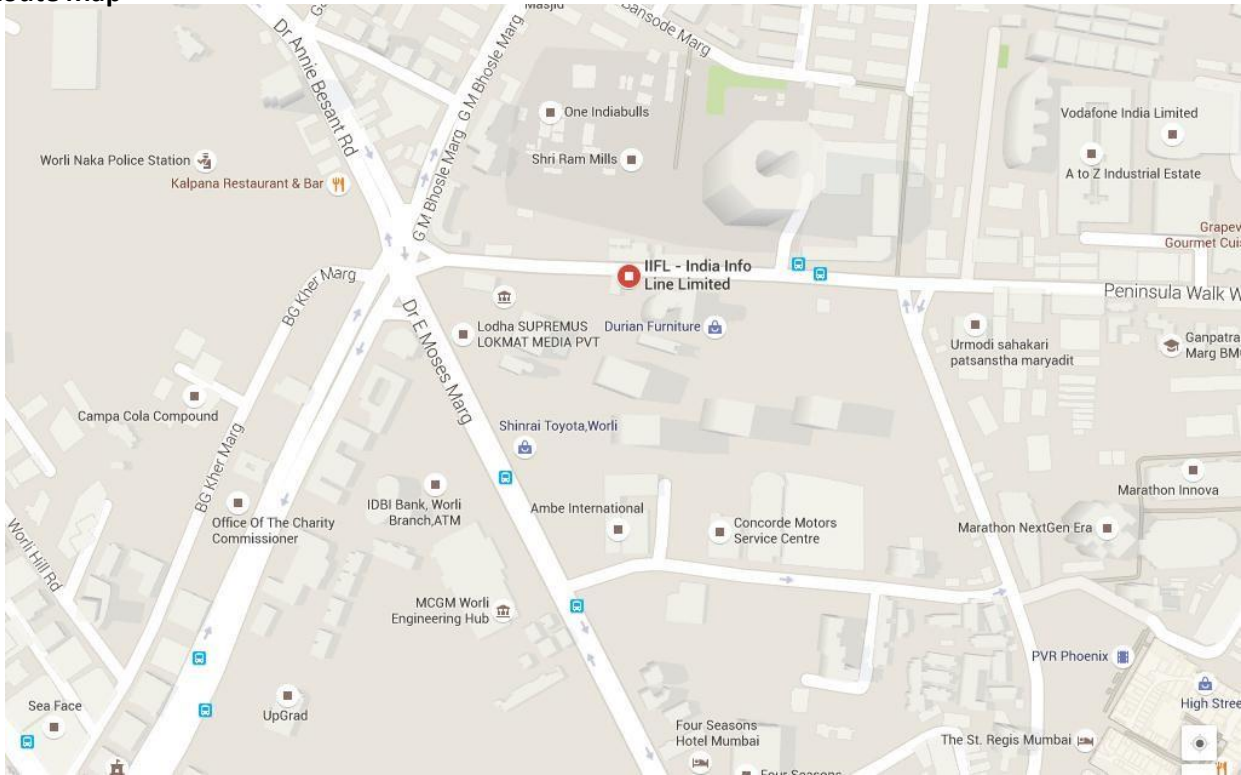
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## Route Map



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