



IIFL Wealth Management Limited

Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013

CIN: U74140MH2008PLC177884

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Website: www.iiflwealth.com

**NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF IIFL WEALTH MANAGEMENT LIMITED
CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI
BENCH**

MEETING:	
Day	Wednesday
Date	12 December 2018
Time	10:30 a.m.
Venue	IIFL Centre, 1 st Floor Board Room, Lower Parel (West), Mumbai-400013

Sr. No.	Contents
1.	Notice Convening Meeting of the Equity Shareholders of IIFL Wealth Management Limited (“ Company ” or “ Resulting Company 2 ” or “ Transferor Company 3 ” or “ Applicant ”) as per the directions of National Company Law Tribunal, Mumbai Bench.
2.	Explanatory Statement under section 230 read with section 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.
3.	Annexure A Composite Scheme of Arrangement amongst IIFL Holdings Limited (“ Demerged Company ” or “ Transferee Company 1 ”) and India Infoline Media & Research Services Limited (“ Transferor Company 1 ”) and IIFL Securities Limited (“ Resulting Company 1 ”) and IIFL Wealth Management Limited (“ Resulting Company 2 ” or “ Transferor Company 3 ”) and India Infoline Finance Limited (“ Transferor Company 2 ”) and IIFL Distribution Services Limited (“ Transferee Company 2 ”) and their respective shareholders (“ Scheme ”) under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
4.	Annexure B Share Entitlement and Share Exchange Ratio Report dated 31 January 2018 issued by M/s. Walker Chandiok & Co LLP, Chartered Accountants.
5.	Annexure C – I to C – VI Report adopted by the directors of the Resulting Company 2, the Demerged Company, the Transferor Company 1, the Resulting Company 1, the Transferor Company 2 and the Transferee Company 2 explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share entitlement ratio.

Sr. No.	Contents
6.	<p>Annexure D – I to D – VI</p> <p>Unaudited financial statements of the Resulting Company 2, Demerged Company, the Transferor Company 1, the Resulting Company 1, the Transferor Company 2 and the Transferee Company 2 as on 30 September 2018.</p>
7.	<p>Annexure E</p> <p>Pre and post-shareholding pattern of the Resulting Company 2, Demerged Company, the Transferor Company 1, the Resulting Company 1, the Transferor Company 2 and the Transferee Company 2.</p>
8.	<p>Annexure F</p> <p>Summary of the Share Entitlement and Share Exchange Ratio Report dated 31 January 2018.</p>
9.	Proxy Form
10.	Attendance Slip
11.	Map for the Venue of the Meeting

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1148 OF 2018**

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013**

AND

**IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST IIFL HOLDINGS
LIMITED AND INDIA INFOLINE MEDIA & RESEARCH SERVICES LIMITED AND IIFL SECURITIES
LIMITED AND IIFL WEALTH MANAGEMENT LIMITED AND INDIA INFOLINE FINANCE LIMITED
AND IIFL DISTRIBUTION SERVICES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

IIFL Wealth Management Limited

(CIN: U74140MH2008PLC177884), a company incorporated on 17 January 2008 under the provisions of the Companies Act, 1956 and having its registered office at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013.

**Applicant Company / Resulting Company 2 /
Transferor Company 3**

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY PURSUANT TO THE ORDER DATED 22 OCTOBER 2018 OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

To,

The equity shareholders of IIFL Wealth Management Limited ("**Company**").

Notice is hereby given that by an Order dated 22 October 2018, the National Company Law Tribunal, Mumbai Bench ("**NCLT**") has directed a meeting to be held of the equity shareholders of the Company, for the purpose of considering, and if thought fit, approving with or without modifications, the Composite Scheme Of Arrangement amongst IIFL Holdings Limited and India Infoline Media & Research Services Limited and IIFL Securities Limited and IIFL Wealth Management Limited and India Infoline Finance Limited and IIFL Distribution Services Limited and their respective shareholders. ("**Scheme**").

In pursuance of the said Order and as directed therein, a meeting of the equity shareholders of the Company will be held at IIFL Centre, 1st Floor, Board Room, Lower Parel (West), Mumbai 400 013 on Wednesday, 12 December 2018 at 10:30 a.m. and the said equity shareholders of the Company are requested to attend to consider and, if thought fit, approve with or without modification(s), the following resolution under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with requisite majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including amendments, modifications and circulars issued thereunder) and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanctions and permissions of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") , NCLT having jurisdiction over IIFL Holdings Limited, the

Company, India Infoline Media & Research Services Limited, IIFL Securities Limited (Formerly India Infoline Limited), India Infoline Finance Limited and IIFL Distribution Services Limited, requisite approvals of the members and other classes of persons, if any, of IIFL Holdings Limited, the Company, India Infoline Media & Research Services Limited, IIFL Securities Limited (Formerly India Infoline Limited), India Infoline Finance Limited and IIFL Distribution Services Limited and statutory/regulatory authorities, as may be required, the draft composite scheme of arrangement amongst IIFL Holdings Limited, IIFL Wealth Management Limited, India Infoline Media & Research Services Limited, IIFL Securities Limited (Formerly India Infoline Limited), India Infoline Finance Limited and IIFL Distribution Services Limited and their respective shareholders (“Scheme”) on the terms and conditions as stated therein placed before the Board and initialled by the Chairman for the purpose of identification be and is hereby accepted and approved;

RESOLVED FURTHER THAT *the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, signed by you or your authorised representatives, is deposited with the registered office of the Company not later than 48 (forty-eight) hours before the commencement of the meeting. The form of proxy can be obtained free of charge from the registered office of the Company.

Copies of the Scheme and of the Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained at the registered office of the Company, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013.

The NCLT has appointed Mr. Nirmal Jain, Director or in his absence, Mr. Venkataraman Rajamani, Director or in his absence Mr. Karan Bhagat, Managing Director to be the Chairman of the Meeting. The above Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the NCLT.

A copy of the Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Sd/-

Mr. Nirmal Jain

Chairman appointed for the Meeting

Place: Mumbai

Date: 6 November 2018

Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai-400013

Notes:

1. The Board of Directors of the Company at its meeting held on 31 January 2018 had approved the Scheme, subject to the sanction of the NCLT and of such other authorities as may be necessary.
2. Only registered equity shareholders of the Company may attend and vote either in person or by proxy (a proxy need not be an equity shareholder of the Company) or in the case of a body corporate, by a representative authorised under Section 113 of the Companies Act, 2013 at the meeting of the equity shareholders of the Company. The authorised representative of a body corporate which is a registered equity shareholder of the Company may attend and vote at the meeting of the equity shareholders of the Company provided a copy of the resolution of the Board of Directors or other governing body of the body corporate authorising such representative to attend and vote at the meeting of the equity shareholders of the Company, duly certified to be a true copy by a director, the manager, the secretary or other authorised officer of such body corporate, is deposited at the registered office of the Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Company.

As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Equity shareholders holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other equity shareholder.

3. The form of proxy can be obtained free of charge from the registered office of the Company.
4. All alterations made in the form of proxy should be initialled.
5. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an equity shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
6. The minimum quorum of the meeting of the equity shareholders of the Applicant Company shall be 5 (Five) equity shareholders of the Company, present in person.
7. A registered equity shareholder or his proxy, attending the meeting, is requested to bring the Attendance Slip duly filled-in and signed.
8. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID for easy identification.
9. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of beneficial owners as received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") in respect of such joint holding, will be entitled to vote.
10. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Company between 10.00

a.m. to 5.00 p.m. on all working days other than Saturdays up to the date of the meeting.

11. The Notice convening the meeting will be published through advertisement in the following newspapers, namely, (i) Free Press Journal in the English language; and (ii) translation thereof in Navshakti in the Marathi language.
12. M/s. J.U. Poojary & Associates, Practising Company Secretaries or in their absence, M/s Shraavan A. Gupta & Associates, Practising Company Secretaries has been appointed as the Scrutinizer.
13. In accordance with the provisions of Sections 230 - 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the equity shareholders of the Applicant Company, voting in person or by proxy agree to the Scheme.
14. The scrutinizer will submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders. The results, together with the scrutinizer's Reports, will be displayed at the registered office of the Company.

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1148 OF 2018**

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013**

AND

**IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST IIFL HOLDINGS LIMITED AND
INDIA INFOLINE MEDIA & RESEARCH SERVICES LIMITED AND IIFL SECURITIES LIMITED AND IIFL WEALTH
MANAGEMENT LIMITED AND INDIA INFOLINE FINANCE LIMITED AND IIFL DISTRIBUTION SERVICES LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS**

IIFL Wealth Management Limited

(CIN: U74140MH2008PLC177884), a company incorporated on 17 January 2008 under the provisions of the Companies Act, 1956 and having its registered office at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013.

**Applicant Company / Resulting Company 2 /
Transferor Company 3**

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE
COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016**

1. Pursuant to the order dated 22 October 2018, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**"), in Company Application No. 1148 of 2018 ("**Order**"), a meeting of the equity shareholders of IIFL Wealth Management Limited ("**Resulting Company or Transferor Company 3**") is being convened at IIFL Centre, 1st Floor Board Room, Lower Parel (West), Mumbai 400 013, on Wednesday, 12 December 2018 at 10:30 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement amongst IIFL Holdings Limited and India Infoline Media & Research Services Limited and IIFL Securities Limited and IIFL Wealth Management Limited and India Infoline Finance Limited and IIFL Distribution Services Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").
2. In terms of the said Order, the quorum for the said meeting for equity shareholders shall be in accordance with Section 103 of the Companies Act, 2013 equity shareholders present in person. Further in terms of the said Order, NCLT has appointed Mr. Nirmal Jain, Director or in his absence, Mr. Venkataraman Rajamani, Director or in his absence, Mr. Karan Bhagat, Managing Director as the Chairman of the meeting of the equity shareholders of the Transferor Company 3.
3. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 ("**Act**") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**").
4. As stated earlier, NCLT by the said Order has, inter alia, directed that a meeting of the equity

shareholders of the Transferor Company 3 shall be convened and held at IIFL Centre, 1st Floor Board Room, Lower Parel (West), Mumbai 400 013, on Wednesday, 12 December 2018 at 10:30 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.

5. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the equity shareholders, or class of equity shareholders, of the Transferor Company 3, as the case may be, voting in person or by proxy agree to the Scheme.

6. **Background:**

6.1 **Details of the Resulting Company 2: IIFL Wealth Management Limited**

- a) The Resulting Company 2 is a public company. It was incorporated on 17 January 2008 under the provisions of Companies Act, 1956 in Mumbai.
- b) Corporate Identity Number (CIN): U74140MH2008PLC177884
- c) Permanent Account Number (PAN): AABC18294C
- d) Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
- e) E-mail address: secretarial@iiflw.com
- f) The shares of the Resulting Company 2 are not listed on any stock exchange.
- g) The relevant main objects of the Resulting Company 2 as set out in its Memorandum of Association are as follows:

"(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. *To act as the wealth managers, investment managers, asset managers, financial consultants, management consultants, advisors and provide consultancy, advisory, counselling services, financial services and facilities of every description and to manage and mobilize funds and assets of various companies, mutual fund, individual investors, firms, associations and other bodies corporate, private and institutional investors and carry on the activities of managing investment in equity and derivative instruments, commodities, debt instruments, mutual funds, alternative investment funds, government securities, post office schemes, saving instruments, insurance products, money market instruments and securities of all types and to promote, support and to carry on the business of providing asset management services to funds including alternative investment funds and wealth management services to the individuals, firms, associations, institutions, corporate and body corporate and to pass on the benefits of such investments as interest, dividend, bonus etc. and provide complete range of financial services.*
- 2. *To carry on all kinds of agency business and to act as advisors, consultants, agents, sub-agents, distributors, sellers of Deposits, loans, Units of Unit Trust of India and other Mutual Funds, shares, stocks, debentures, Bonds, Government securities,*

insurance products, National Savings Certificates and such other financial, investment, personal loans, home loans products, securities & debt instruments and to acquire and hold one or more memberships/ dealership with or without trading privileges of associations of bankers, associations of mutual funds, merchant bankers, insurance companies, fund managers, brokers, securities dealers or commodity dealers, clearing houses, stock exchanges, commodity exchanges in India or any part of the world which will or is likely in any way to facilitate the conduct of the company's business.

3. *To carry on the activities of depository participant by obtaining necessary membership with authorized depositories and to carry on all the permitted activities ancillary to depository participant services including depository clearing services, custodian clearing services and professional clearing services.*
 4. *To carry on in India or abroad the business of broking including share and stock broking, derivative broking and to pool, mobilize and manage the funds of any financial institutions, corporate, individuals and other entities by investing and dealing in stocks, shares, debentures, derivatives, mutual funds, currencies, bonds, units, options, participation certificates, company deposits, deposits certificates, money market instruments, treasury bills, government securities, savings certificates, American depository receipts, global depository receipts, euro and generally for securities of all kind by way of internet, e-broking, telephone, personal contact or through other media, e-commerce, to acquire and hold one or more memberships/ dealership in stock exchanges, security exchanges, OTC exchanges, commodity exchanges, and any other recognized stock exchanges with trading privileges, clearing houses."*
- h) There has been no change in the name of the Resulting Company 2 in the last 5 (five) years. There has been a change in the objects and registered office of the Resulting Company 2 in the last 5 (five) years. The said change is highlighted in the Memorandum of Association of the Resulting Company 2, the copies of which are available for inspection.
- i) The authorised, issued, subscribed and paid-up share capital of the Resulting Company 2 as on 30 September 2018 is as under:

Particulars	INR
Authorised Share Capital	
10,00,00,000 equity shares of INR 2 each	20,00,00,000
Total	20,00,00,000
Issued, Subscribed and Paid Up Capital	
8,44,97,407 equity shares of INR 2 each	16,89,94,814
Total	16,89,94,814

Subsequent to the above date, there has been no change in the authorized, issued, subscribed and paid up share capital of the Resulting Company 2 till the date of this notice.

j) Names of the promoters and directors along with their addresses and shareholdings:

Details of Promoters and Promoter Group

Name of the Promoter	Address	Shareholding(s) as at 30 September 2018
IIFL Holdings Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane 400 604	4,50,00,000
Mr. Karan Bhagat	4501, Aqua Tower 2, Planet Godrej Complex, 30, K.K. Marg, Mahalaxmi East, Mumbai (MH)- 400011	59,91,875
Mr. Yatin Shah	51 Kedia Apt, 29/F Dongarsi Road, Malabar Hill, Walkeshwar Road, Mumbai 400 006	33,10,526

k) **Details of Directors**

Name of the Director	Designation	Address	DIN
Nirmal Bhanwarlal Jain	Director	103 A - Wing, Guruprasad CHS Ltd, TPS II, CTS 777, F.P. 10 Hanuman Road, Vile Parle (E) Mumbai 400057	00010535
Venkataraman Rajamani	Director	604, Glen Heights Powai, Mumbai 400 076	00011919
Nilesh Shivji Vikamsey	Independent Director	Kalpataru Habitat, 184/A Wing Dr. S. S. Rao Road, Near Gandhi Hospital, Parel Mumbai 400012	00031213
Sandeep Achyut Naik	Nominee director	1301, floor 13, B wing, Lodha Bellissimo, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Jacob Circle, Mumbai 400011	02057989
Geeta Mathur	Independent Director	B-1/8, Vasant Vihar-1, South West Delhi, Vasant Vihar, Delhi 110057	02139552
Yatin Shah	Wholetime director	51 Kedia Apt, 29/F Dongarsi Road, Malabar Hill, Walkeshwar Road, Mumbai 400 006	03231090

Name of the Director	Designation	Address	DIN
Karan Bhagat	Managing director	4501, Aqua Tower 2 Planet Godrej Complex, 30, K.K. Marg, Mahalaxmi East, Mumbai 400 011	03247753
Shantanu Rastogi	Nominee director	Planet Godrej, Tower 2, 3601/02 30 K. K. Marg, Saat Rasta, Jacob Circle Mahalaxmi, Mumbai 400 011	06732021
Amit Nitin Shah	Director	A/1004, Prestige Tower, Near Judges Bungalow, Bodakdev, Ahmadabad 380 054	06765300

6.2 Details of the Demerged Company: IIFL Holdings Limited

- a) The Demerged Company is a listed public company incorporated on 18 October 1995 under provisions of the Companies Act, 1956. The Demerged Company is a diversified conglomerate engaged in, *inter alia*, presently engaged in (i) the Securities Business comprising the investment banking business and (ii) the Wealth Business. The Demerged Company's investment banking business works closely with companies across their lifestyle offering a gamut of services ranging from equity capital markets, private equity, and M&A advisory services. The investment banking division works closely with companies to identify their funding needs and enables its clients to raise funds effectively through a variety of products such as IPOs, qualified institutions placements/ preferential allotment, rights issues, FPOs and private/ public placement of debt. The Demerged Company also advises unlisted companies in raising capital through private equity advisory services and strategic advisory services which involves placements, deal structuring and closure. The Securities Business also includes insurance broking, securities and commodities broking, real estate broking and advisory and portfolio management services business carried on through various subsidiaries. The Demerged Company's Wealth Business includes the investment advisory business of the Demerged Company of providing investment advice to clients or other persons or group of persons relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products and also includes wealth management services provided to high net worth individuals and corporate clients and media content advisory carried on through its subsidiaries; and (iii) loan and mortgage business carried on through its subsidiaries.
- b) Corporate Identity Number (CIN): L74999MH1995PLC093797
- c) Permanent Account Number (PAN): AABCI0745G
- d) Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate Thane 400 604
- e) E-mail address: csteam@iifl.com
- f) The equity shares of the Demerged Company are listed on BSE and NSE.

- g) The relevant main objects of the Demerged Company as set out in its Memorandum of Association are as follows:

“III THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE THE FOLLOWING:

1. *To carry on in India or abroad the business of securities broking including share stock broking, derivative broking, and to pool, mobilize and manage the funds of any financial institutions, corporate, individuals and other entities by investing and dealing in stocks, shares, debentures, derivative funds, mutual funds, bonds, units, options, participation certificates, company deposits, deposit certificates, money market instruments, treasury bills, government securities, savings certificates, American depository receipts, global depository receipts, euro and generally for securities of all kinds by way of internet, e-broking, telephone, personal contact or through other media, e-commerce, to carry on all kinds of intermediary activity in the capital markets, carry on mutual fund activities in India or abroad, acting as a sponsor to a mutual fund, onshore fund, off shore fund, promoting, incorporating or causing the incorporation of and or acquiring and investing shares in an asset management company and/ or trustee company to a mutual fund and to engage in such other activities relating to the mutual fund business, to sponsor, promote, and engage in venture capital activities as permitted under the applicable laws and to act as an agents, market makers, merchant bankers (but not to carry on all or any part of banking business as contemplated by Reserve Bank of India Act, 1934/ Banking Regulation Act, 1949), portfolio managers, fund managers, asset managers, managers or agents to the issue, registrar to issue, registrar and share transfer agents, underwriters to the issue, financial advisors, venture capital, trusteeship services, wealth advisory services and to act as distributor of mutual funds, bonds, debentures of corporate bodies, RBI bonds, government of India Bonds, post office schemes, and such other financial and investment products and to acquire and hold one or more memberships/ dealership in stock exchanges, security exchanges, OTC exchanges, commodity exchanges and any other recognized stock exchanges with trading privileges, associations of bankers, associations of mutual funds, merchant bankers, insurance companies, fund managers, brokers, securities dealers or commodity dealers, clearing houses in India or any part of the world which will or is likely in any way to facilitate the conduct of the company’s business.*
2. *To carry on the business of providing services of Depository, depository participant, custodian of securities, credit rating agency or any other intermediary associated with the securities market for Foreign Institutional Investors, financial institutions, corporate, individuals and other entities; and to conduct de-materialisation and rematerialisation of shares; set up depository participant centers at various regions in India and to perform all related, incidental, ancillary and allied services.”*

- h) There has been no change in the registered office of the Demerged Company in the last 5 (five) years. There has been a change in the name and objects of the Demerged Company in the last 5 (five) years. The said change is highlighted in the Memorandum of Association of the Demerged Company, the copies of which are available for inspection.

- i) The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on 30 September 2018 is as under:

SHARE CAPITAL	In INR
Authorised Share Capital	
60,00,00,000 equity shares of INR 2 each	1,20,00,00,000
Total	1,20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
319,064,647 equity shares of INR 2 each fully paid up	6,38,129,294
Total	6,38,129,294

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Demerged Company till the date of this notice.

- j) Names of the promoters and directors along with their addresses and shareholdings in Demerged Company:

Details of Promoters and promoter group

Name	Address	Shareholding(s) as at 30 September 2018
Nirmal Bhanwarlal Jain	103 A - Wing, Guruprasad CHS Ltd, TPS II, CTS 777, F.P. 10 Hanuman Road, Vile Parle (E) Mumbai 400057	4,79,52,000
Venkataraman Rajamani	604, Glen Heights Powai, Mumbai 400 076	1,09,09,432
Madhu N Jain	58, Shree Shyam Sadan, N.S. Road No.7, Near Jamnabai School, JVPD Scheme, Juhu, Mumbai 400 049	1,37,00,000
Aditi Avinash Athavankar (in her capacity as trustee of Kalki Family Private Trust)	Flat No 2001 2002 Era III Marathon Next, Gen G. K. Marg Lower Parel, Mumbai 400 013	90,00,000
Mansukhlal Jain & Harshita Nirmal Jain (in their capacity as trustee of Nirmal Madhu Family Private Trust)	Hatkesh CHS., N. S. Road No 7, JVPD Scheme, Near Jamnabai Narsee School, Juhu, Vile Parle West, Mumbai 400 049	66,00,000
Aditi Athavankar	21, Laburnum Road Jayashree, Gamdevi, Mumbai 400 007	2,00,000

Name	Address	Shareholding(s) as at 30 September 2018
Ardent Impex Pvt Ltd	19-B, Shayam Kamal, Agarwal market, Vile Parle (East), Mumbai 400 057	27,00,000
Orpheus Trading Pvt Ltd	Bldg. No 24, First Floor, Nirlon Complex, Goregaon (East), Mumbai 400 063	13,00,000

Details of Directors

Name of the Director	Designation	Address	DIN
Kranti Sinha	Independent Director	Flat No 3, 2nd Floor, Jeevan Sangram CHS, Plot No. 24, Sector II, RDP I, Charkop, Kandivali West, Mumbai 400 067	00001643
Nirmal Bhanwarlal Jain	Chairman & Whole time Director	103 A - Wing, Guruprasad CHS LTD, TPS II, CTS 777, F.P. 10, Hanuman Road, Vile Parle East, Mumbai 400 057	00010535
Venkataraman Rajamani	Managing director	604, Glen Heights Powai Mumbai 400076	00011919
Arun Kumar Purwar	Independent Director	C - 2303/4, Floor No. 23, Ashok Tower, Dr. SS Rao Road, Parel 400012	00026383
Nilesh Shivji Vikamsey	Independent Director	Kalpataru Habitat, 184/A Wing Dr. S. S. Rao Road, near Gandhi Hospital, Parel 400 012	00031213
Subbaraman Narayan	Independent Director	Flat No.2b, Nithyasree Apartments No. 51, Chamiers Road, Raja Annamalaipura M, Chennai 600 028	00094081
Chandran Ratnaswami	Non-executive Director	177 McKee Avenue, Ontario, M2N4C6 Toronto	00109215
Geeta Mathur	Independent Director	B-1/8, Vasant Vihar-1, South West Delhi, Vasant Vihar, Delhi 110 057	02139552

6.3 Details of the Transferor Company 1: India Infoline Media & Research Services Limited

- a) The Transferor Company 1 is a public company. It was incorporated on 16th November 2006 under the Companies Act, 1956 in Mumbai. The Transferor Company 1 is engaged in, *inter alia*, presently engaged in the business of online distribution of media content. It is also focused on research which provides media content advisory support to the broking, commodities, mutual fund and portfolio management services business.
- b) Corporate identity number (CIN): U93090MH2006PLC165592
- c) Permanent Account Number (PAN): AABCI6095D
- d) Registered office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate Thane Thane-400604.
- e) E-mail address: csteam@iifl.com
- f) The equity shares of the Transferor Company 1 are not listed on any of the stock exchanges.
- g) There has been no change in the name, registered office and objects of the Transferor Company 1 during the last five years.
- h) The relevant main objects of the Transferor Company 1 as set out in its Memorandum of Association are as follows:

“A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY OF ITS INCORPORATION

- 1. *To engage or undertake the business of buying, selling, taking on rent, designing, developing various websites, web portals and providing software and internet based services, data processing, IT enabled service, software development services, selling advertisement space on the site, web consulting and related services including web designing web maintenance, software product development, computer consultancy services, e-commerce, electronic financial intermediation business, e-broking, market research, business and management consultancy services, call centre services, medical transcription, data base management, marketing and software supply services.*
 - 2. *To undertake, conduct, study, carry on, help, promote any kind of research, probe, investigation, survey, developmental work on economy, industries, corporates, business houses, agricultural and mineral, financial institutions, foreign financial institutions, capital markets, primary equity market, secondary equity market, debentures, bond, ventures, capital funding proposals, competitive analysis, preparation of corporate/ industry profile etc., and trade/ invest in researched securities, and includes research on various sectors of the economy or fields selected for research but not limited to capital market, Spot current and upcoming problems in any industry, politics, commerce, economy, general and Identify new opportunities, Develop plans of action for the purpose of selling, distribution, marketing and consulting through publication in print or electronic format, books, memoranda, journals, magazines, circulars, reports, newspapers and any documents, website, television, radio and such other media.”*
- i) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 1 as on 30 September 2018 is as under:

SHARE CAPITAL	In INR
Authorised Share Capital	
5,00,000 equity shares of INR 10 each with voting rights	5,00,000
36,00,00,000 Preference shares of Rs. 10 each	36,00,00,000
TOTAL:	36,05,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 equity shares of INR 10 each fully paid-up with voting rights	5,00,000
TOTAL:	5,00,000

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company 1 till the date of this notice.

- j) Names of the promoters and promoter group and directors along with their addresses and shareholdings:

Details of Promoters and promoter group

Name of the Promoter	Address	Shareholding(s) as at 30 September 2018
IIFL Holdings Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane 400 604	50,000 (including shares held by nominees)

Details of Directors

Name of the Director	Designation	Address	Director Identification Number (DIN)
Narendra Deshmal Jain	Director	Flat no. 202, Shri Narmada CHS Haridas Nagar, Shimpoli Road, Borivali (West), Mumbai 400 092	01984467
Anil Nelson Mascarenhas	Director	Row House No. 1, Rishi Paradise, Samarth Comp Bolinj, Thane 401 303	03575717
Mr. Bhawani Jhanwar*	Additional Director	B-302, Edgware, Shiv Sai Paradise, Majiwada Village Road, New Fateema Church, Majiwada, Thane 400601	08250590

* Mr. Bhawani Jhanwar was appointed as an Additional Director w.e.f. 30 October 2018.

6.4 Details of the Resulting Company 1: IIFL Securities Limited

- a) The Resulting Company 1 is a public company. It was incorporated on 21 March 1996 under

the Companies Act, 1956. The Resulting Company 1 is presently engaged in, *inter alia*, in the business of offering Securities broking, depository participant, portfolio management, distribution of mutual funds, bonds and other financial products. It is registered with NSDL and CDSL as a depository participant, providing a one stop solution for clients trading in equities markets.

- b) Corporate identity number (CIN): U99999MH1996PLC132983
- c) Permanent Account Number (PAN): AAACI7397D
- d) Registered office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane 400 604.
- e) E-mail address: csteam@iifl.com
- f) The equity shares of the Resulting Company 1 are not listed on any of the stock exchanges.
- g) There has been no change in the registered office and objects of the Resulting Company 1 during the last five years. There has been a change in the name of the Resulting Company 1 in the last five years. The said change is highlighted in the Memorandum of Association of the Resulting Company 1, the copies of which are available for inspection.
- h) The relevant main objects of the Resulting Company 1 as set out in its Memorandum of Association are as follows:

“A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY OF ITS INCORPORATION

1. *To carry on all kinds of agency business and to act as advisors, developers, consultants, agents, sub-agents, distributors, sellers of Deposits, loans, Units of Unit Trust of India and other Mutual Funds, shares, stocks, debentures, Bonds, Government securities, insurance products, National Savings Certificates and such other financial, investment, personal, home loans products, securities & debt instruments.*
2. *To engage in research, consultancy and to act as advisors relating to personnel, industrial, business management, distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry and generally to act as market business research consultants.*
3. *To carry on in India or abroad the business of securities broking including share and stock broking, derivative broking including currency derivatives, and to pool, mobilize and manage the funds of any financial institutions, corporate, individuals and other entities by investing and dealing in stocks, shares, debentures, derivative funds, mutual funds, bonds, units, options, participation certificates, company deposits, deposit certificates, money market instruments, treasury bills, government securities, savings certificates, American depository receipts, global depository receipts, euro and generally for securities of all kinds by way of internet, e-broking, telephone, personal contact or through other media, e-commerce, to carry on all kinds of intermediary activity in the capital markets, carry on mutual fund activities in India or abroad, acting as a sponsor to a mutual fund, onshore fund, off shore fund, alternative investment fund, venture capital fund, promoting, incorporating or causing the incorporation of and or acquiring and investing shares in an asset management company and/or trustee company to a mutual fund and to engage in such other activities relating to the mutual fund business, to sponsor, promote and engage in venture capital activities*

as permitted under the applicable laws and to act as an agents, market makers, merchant bankers (but not to carry on all or any part of banking business as contemplated by Reserve Bank of India Act, 1934 / Banking Regulation Act, 1949), portfolio managers, fund managers, asset managers, managers or agents to the issue, registrar to issue, registrar and share transfer agents, underwriters to the issue, financial advisors, venture capital, trusteeship services, wealth advisory services and to act as distributor of mutual funds, bonds, debentures of corporate bodies, RBI Bonds, government of India Bonds, post office schemes and such other financial and investment products and to acquire and hold one or more memberships/dealership in stock exchanges, security exchanges, OTC exchanges, commodity exchanges and any other recognized stock exchanges with trading privileges, associations of bankers, associations of mutual funds, merchant bankers, insurance companies, fund managers, brokers, securities dealers or commodity dealers, clearing houses in India or any part of the world which will or is likely in any way to facilitate the conduct of the company's business.

4. To carry on the business of providing services of Depository, depository participant, custodian of securities, credit rating agency or any other intermediary associated with the securities market for Foreign Institutional Investors, financial institutions, corporate, individuals and other entities; and to conduct de-materialisation and rematerialisation of shares; set up depository participant centers at various regions in India and to perform all related, incidental, ancillary and allied services.

- i) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 1 as on 30 September 2018 is as under:

SHARE CAPITAL	In INR
Authorised Share Capital	
20,000,100 equity shares of INR 10/- each	20,00,01,000
TOTAL:	20,00,01,000
Issued, Subscribed and Paid-up Share Capital	
18,718, 281 equity shares of INR 10/- each fully paid-up each	1,871,82,810
TOTAL:	18,71,82,810

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Resulting Company 1 till the date of this notice.

- j) Names of the promoters and promoter group and directors along with their addresses and shareholdings:

Details of Promoters and promoter group

Name of the Promoter	Address	Shareholding(s) as at 30 September 2018
IIFL Holdings Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane 400 604	18,718,281 (including shares held by nominees)

Details of Directors

Name of the Director	Designation	Address	Director Identification Number (DIN)
Kranti Sinha	Independent Director	Flat No 3, 2nd floor, Jeevan Sangram CHS, Plot No. 24, Sector II RDP I, Charkop, Kandivali West, Mumbai 400 067	00001643
Mohan Radhakrishnan	Wholetime director	2003, 20th Floor, B-Wing, Lakshchandi Heights, Gokuldharm, Goregaon East, Mumbai 400 063	00012070
Narendra Deshmaj Jain	Non-Executive Director	Flat no. 202, Shri Narmada CHS Haridas Nagar, Shimpoli Road, Borivali West Mumbai 400 092	01984467
Geeta Mathur	Independent Director	B-1/8, Vasant Vihar-1, South West Delhi, Vasant Vihar, Delhi 110 057	02139552
Aniruddha Dange	Wholetime director	2701/2702, 27th floor, Marathon Era, Ganpatrao Kadam Road, Lower Parel, Mumbai 400 013	02599853

6.5 Details of Transferor Company 2: India Infoline Finance Limited

- a) The Transferor Company 2 is a public company incorporated on 7th July 2004, under the provisions of the Companies Act, 1956 in Mumbai. The Transferor Company 2 is presently *inter-alia* engaged in the business of offering a broad suite of financial products such as mortgage loan, gold loan, loan against securities, commercial vehicle loan, loans to small and medium enterprise and healthcare finance to retail and corporate clients. It is also engaged in housing finance and microfinance business through its subsidiaries.
- b) Corporate Identity Number (CIN): U67120MH2004PLC147365
- c) Permanent Account Number (PAN): AABC12915C
- d) Registered Office and e-mail address: 12A-10, 13th Floor, Parinee Crescenzo, G Block, C-38&39, Bandra Kurla Complex, Bandra- East, Mumbai 400 051
- e) E-mail address: governance@iifl.com
- f) The equity shares of the Transferor Company 2 are not listed on any stock exchange.

- g) The relevant main objects of the Transferor Company 2 as set out in its Memorandum of Association are as follows:

"III THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE THE FOLLOWING:

1. *To carry on the activities as investment company and to buy, sell, trade, invest, deal or to do broking in shares, stocks, debentures, bonds, derivatives, commodities, obligations, bills, securities, movable and immovable property and other investments.*
 2. *To carry on the business of borrowing/ lending money by way of pledge, mortgage, hypothecation, charge or otherwise with or without any securities to any person, individual, body-corporate, firm, organization, authority but the company shall not carry on banking business within the meaning of Banking Regulations Act, 1949."*
 - 2A. *To solicit and procure insurance business as Corporate Agent and to undertake such other activities as are incidental or ancillary thereto*
 - 2B. *To distribute the various Mutual Fund products and to undertake such other activities as are incidental or ancillary thereto.*
- h) There has been no change in the name and registered office of Transferor 2 in the last five years. The objects of the Transferor Company 2 were changed during the last five years. The said change is highlighted in the Memorandum of Association of the Transferor Company 2, the copies of which are available for inspection.
- i) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 2 as on 30 September 2018 is as under:

SHARE CAPITAL	In INR
Authorised Share Capital	
30,00,00,000 equity shares of INR 10 each	3,00,00,00,000
19,99,600 equity shares of INR 100 each	19,99,60,000
400 Preference Shares of INR 100 each	40,000
57,50,00,000 Preference Shares of INR 10 each	5,75,00,00,000
TOTAL:	8,95,00,00,000
Issued, Subscribed and Paid-up Share Capital	
28,08,01,741 equity shares of INR 10 each fully paid up with voting rights	2,80,80,17,410
TOTAL:	2,80,80,17,410

Subsequent to the above date, there has been a change in the issued, subscribed and paid up share capital of the Transferor Company 2 pursuant to issuance of shares under the employee stock option scheme of the Transferor Company 2. The authorised, issued, subscribed and paid-up share capital of the Transferor Company 2 as on the date of this notice is as under:

SHARE CAPITAL	In INR
Authorised Share Capital	
30,00,00,000 equity shares of INR 10 each	3,00,00,00,000
19,99,600 equity shares of INR 100 each	19,99,60,000
400 Preference Shares of INR 100 each	40,000
57,50,00,000 Preference Shares of INR 10 each	5,75,00,00,000
TOTAL:	8,95,00,00,000

SHARE CAPITAL	In INR
Issued, Subscribed and Paid-up Share Capital	
28,08,20,601 equity shares of INR 10 each fully paid up with voting rights	2,80,82,06,010
TOTAL:	2,80,82,06,010

j) Names of the promoters and directors along with their addresses and shareholdings:

Details of Promoters and promoter group

Name of the Promoter	Address	Shareholding(s) as at 30 September 2018
IIFL Holdings Limited (Refer Note)	IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane - 400604	23,73,69,386

Note: Out of the total equity shares as on 30 September 2018, 9,990 equity shares were held as on said date by IIFL Holdings Limited through its nominees. The shares have subsequently been transferred in the name of IIFL Holdings Limited.

k) **Details of Directors**

Name of the Director	Designation	Address	DIN
Nirmal Bhanwarlal Jain	Wholetime Director	103 A - Wing, Guruprasad CHS Ltd, TPS II, CTS 777, F.P. 10 Hanuman Road, Vile Parle East Mumbai 400057	00010535
Venkataraman Rajamani	Wholetime Director	04, Glen Heights Powai Mumbai 400076	00011919
Nilesh Shivji Vikamsey	Independent Director	Kalpataru Habitat, 184/A wing Dr. S. S. Rao Road, Near Gandhi Hospital, Parel, Mumbai 400012	00031213
Nagarajan Srinivasan	Non-Executive Director	#64, 31 St Cross, 7th Block Jayanagar, Bangalore South, BSK II Stage Bangalore 560 082	01480303
Vijay Kumar Chopra	Independent Director and Chairman	4-A, Harmony Tower, Dr. E Moses Road, Worli, Mumbai 400 018	02103940
Geeta Mathur	Independent Director	B-1/8, Vasant Vihar-1, South West Delhi, Vasant Vihar	02139552

Name of the Director	Designation	Address	DIN
		Delhi 110 057	
Sumit Bali	Wholetime Director	Flat no.201,2 floor Sea spray Juhu Janki Kutir, Church Road Near Prithvi Theatre, Vile Parle West Mumbai 400 049	02896088

6.6 Details of Transferee Company 2: IIFL Distribution Services Limited

- a) The Transferee Company 2 is a public company was incorporated on 30 January 1995, under the Companies Act, 1956. The Transferee Company 2 is *inter alia* presently engaged in the business of distribution of mutual funds and in providing manpower services to its associate companies.
- b) Corporate Identity Number (CIN): U45201MH1995PLC228043
- c) Permanent Account Number (PAN): AAACF2837R
- d) Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai City, Maharashtra 400013 India.
- e) E-mail address: secretarial@iiflw.com
- f) The equity shares of the Transferee Company 2 are not listed on any stock exchange.
- g) The relevant main objects of the Transferee Company 2 as set out in its Memorandum of Association are as follows:

“III THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE THE FOLLOWING:

1. *To undertake and to carry on in India and/ or in any part of the world whether singly and/ or jointly the business as wealth managers, brokers, sub brokers, agents distributors, investment in and distribution of commodities contracts, shares, securities, derivatives, scrips, warrants, bonds, debentures, debenture stock, units of mutual funds, units of collective investment funds, units of Alternate Investments Funds, units of Venture Capital Fund, interporate deposits, public deposits, whether issued by government, semi government, local authorities, public sectors undertakings, companies corporations or otherwise and subject to approval of appropriate authority; if any, also, to act as insurance advisors/ intermediaries, franchiser, agent, surveyor, sub insurance, agent.*
- 1a. *To carry on in India or abroad the business of broking including share and stock broking, derivative broking and to pool, mobilize and manage the funds of any financial institutions, corporate, individuals and other entities by investing and dealing in stocks, shares, debentures, derivatives, mutual funds, currencies subject to approval of Reserve bank of India or any other regulatory authority, bonds, units, options, participation certificates, company deposits, deposit certificates, money market instruments, treasury bills, government securities, savings certificates, American*

depository receipts, global depository receipts, euro and generally for securities of all kinds by way of internet, e-broking, telephone, personal contact or through other media, e-commerce, to acquire and hold one or more memberships/dealership in stock exchanges, security exchanges, OTC exchanges, commodity exchanges and any other recognized stock exchanges with trading privileges, clearing houses.

- 1b. *To undertake, conduct, study, carry on, help, promote any kind of research, probe, investigation, survey, developmental work on economy, industries, corporates, business houses, agricultural and mineral, financial institutions, foreign financial institutions, capital market on matters related to investment decisions primary equity market, secondary equity market, debentures, bond, ventures, capital funding proposals, competitive analysis, preparation of corporate/industry profile etc. and trade/invest in researched securities.*
 - 1c. *To carry on activities of depository participant by obtaining necessary membership with authorised depositories and to carry on all the permitted activities ancillary to depository participant services including depository clearing services, custodian clearing services and professional clearing services.*
 2. *To carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries within India and across the world including those process or sub processes that are enabled by information technology like data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology service providers, the software development houses and application services providers.*
 - 2a. *To carry on and transact in India or elsewhere in any manner whatsoever, the business to establish, organize, manage, distribute, promote, encourage, provide, conduct, sponsor, subsidize, operate, develop and commercialize all kinds of insurance business including but not limited to Life, Non-life, General, indemnity or guarantee business of all kinds, classes, nature and description, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock, crop insurance, miscellaneous insurances and all branches of the above classes and also the business of insurance against war, riots, strikes, terrorism, civil commotion, loss of profits, health, other contingencies and insurances covering any liability under any law, convention or agreement and to act as corporate agent, representative, surveyor, sub-insurance agent, franchiser, consultant, advisor, collaborator or otherwise to deal in all incidental and allied activities related to general insurance business.”*
- h) There has been a change in the name, objects and registered office of the Transferee Company 2 in the last 5 (five) years. The said change is highlighted in the Memorandum of Association of the Transferee Company 2, the copies of which are available for inspection.
- i) The authorised, issued, subscribed and paid-up share capital of the Transferee Company 2 as on 30 September 2018 is as under:

SHARE CAPITAL	In INR
Authorised Share Capital	
10,000 equity shares of INR 100 each with voting rights	10,00,000
TOTAL:	10,00,000
Issued, Subscribed and Paid-up Share Capital	
5120 equity shares of INR 100 each fully paid up	5,12,000
TOTAL:	5,12,000

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company 2 till the date of this notice.

j) Names of the promoters and directors along with their addresses and shareholdings:

Details of Promoters and promoter group

Name of the Promoter	Address	Shareholding(s) as at 30 September 2018
IIFL Wealth Management Limited	IIFL Centre, Kamala City Senapati Bapat Marg, Lower Parel Mumbai -400013	5120 (including shares held through nominees)

k) **Details of Directors**

Name of the Director	Designation	Address	DIN
Anu Ravi Jain	Director	Krishna Kunj, 3rd Floor, Raghavji Lane Gowalia Tank, August Kranti Marg, Mumbai 400 026	01001502
Pankaj Binod Fitkariwala	Director	704-A, Wing Chembur, Heights, 8th Road, Sindhi Society, Near Sindhi Society Gymkhana, Mumbai 400 071	07356813
Umang Jagmohan Papneja	Director	6910/11/12, B Wing, Samartha Aangan 2, Oshiwara Andheri West, Mumbai 400 053	07357053

7. Corporate Approvals

The Board of Directors of the of the Resulting Company 2, Transferor Company 1, Resulting Company 1, Transferor Company 2, Transferee Company 2 and the Board of Directors of the Demerged Company (after taking on record the recommendation of their respective Audit Committee, wherever applicable) approved the proposed Scheme on 31 January 2018, after taking on record Share Entitlement and Share Exchange Ratio Report dated 31 January 2018 issued by M/s. Walker Chandiook & Co LLP, Chartered Accountants, and Fairness Opinion dated 31st January 2018 issued by M/s. ICICI Securities Limited.

A copy of the Scheme setting out in detail the terms and conditions of the arrangement has been approved by Board of Directors of the Resulting Company 2, the Demerged Company, the Transferor Company 1, the Resulting Company 1, the Transferor Company 2 and the Transferee Company 2 at their respective Board Meetings is annexed to this Notice as **Annexure A** and forms part of this Statement. The Share Entitlement and Share Exchange Ratio Report issued to the Board of Directors of the Resulting Company 2 is annexed as **Annexure B** to this Notice.

Names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate in such resolution:

(a) **Resulting Company 2**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Nirmal Bhanwarlal Jain	Director	Favour
Venkataraman Rajamani	Director	Favour
Nilesh Shivji Vikamsey	Independent Director	Absent
Sandeep Achyut Naik	Nominee director	Favour
Geeta Mathur	Independent Director	Favour
Yatin Shah	Wholetime director	Favour
Karan Bhagat	Managing director	Favour
Shantanu Rastogi	Nominee director	Favour
Amit Shah	Director	Favour

(b) **Demerged Company**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Kranti Sinha	Independent Director	Favour
Nirmal Bhanwarlal Jain	Wholetime Director	Favour
Venkataraman Rajamani	Managing director	Favour
Arun Kumar Purwar	Independent Director	Favour
Nilesh Shivji Vikamsey	Independent Director	Absent
Subbaraman Narayan	Independent Director	Favour
Chandran Ratnaswami	Non-Executive Director	Favour
Geeta Mathur	Independent Director	Favour

(c) **Transferor Company 1**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Narendra Deshmal Jain	Director	Favour
Anil Nelson Mascarenhas	Director	Favour
Amar Kirti Ambani*	Director	Favour

* Mr. Amar Ambani resigned as a Director w.e.f. 30 October 2018 and in his place Mr. Bhawani Jhanwar was appointed as an Additional Director w.e.f. 30 October 2018.

(d) **Resulting Company 1**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Kranti Sinha	Director	Favour
Mohan Radhakrishnan	Wholetime director	Absent
Narendra Deshmal Jain	Director	Favour
Geeta Mathur	Director	Favour
Aniruddha Dange	Wholetime director	Favour

(e) **Transferor Company 2**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Nirmal Bhanwarlal Jain	Wholetime Director	Favour
Venkataraman Rajamani	Wholetime Director	Favour
Nilesh Shivji Vikamsey	Independent Director	Absent
Nagarajan Srinivasan	Non-Executive Director	Favour
Vijay Kumar Chopra	Independent Director and Chairman	Favour
Geeta Mathur	Independent Director	Favour
Shubhalakshmi Aamod Panse	Independent Director	Favour

Note: Mr. Sumit Bali was appointed as an executive director of the Transferor Company 2 on 25 June 2018 and Ms. Shubhalakshmi Aamod Panse resigned as an Independent Director

(f) **Transferee Company 2**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Anu Ravi Jain	Director	Favour
Pankaj Binod Fitkariwala	Director	Favour
Umang Jagmohan Papneja	Director	Favour

8. Rationale of the Scheme

- 8.1 Over the course of time, the Demerged Company/ Transferee Company 1 has grown into a diversified financial conglomerate with interests in loans & mortgages, wealth management services, distribution of financial products and capital market services. Each of the core businesses have acquired critical mass, requiring flexibility and independence to grow faster in the fast-changing technology and innovation driven environment.
- 8.2 Each core business has a differentiated strategy, different industry specific risks and operate *inter alia* under different market dynamics and growth trajectory. The nature and competition involved in each of the businesses is distinct from others and consequently each business or undertaking is capable of attracting a different set of investors, strategic partners, lenders and other stakeholders.

- 8.3 Accordingly, the Demerged Company/ Transferee Company 1 proposes to re-organize and segregate, by way of a composite scheme of arrangement, its businesses and undertakings into three different listed verticals dealing in loans & mortgages business, wealth management services and capital market business. These listed entities will be subject to public, media, analysts and regulatory review. A clean corporate structure with no cross holdings will ensure transparency, accountability, highest standards of corporate governance and compliance. It also enhances operational flexibility and helps quick response to competitive or environmental challenges.
- 8.4 The proposed reorganisation pursuant to this Scheme is expected, *inter alia*, to result in the following benefits:
- a) unlocking of value and create enhanced value for shareholders and allow a focused strategy in operations, which would be in the best interest of all the stakeholders; and
 - b) creation of listed entities specializing in loans & mortgages business, wealth management services and capital market business with ability to achieve valuation based on respective risk-return profile and cash flows, attracting the right investors and thus enhancing flexibility in accessing capital.
- 8.5 Further, each listed company can separately attract and motivate its key people with stock options such that their rewards are strongly correlated with their own business's performance and connect to the IIFL Group's philosophy of 'owner mindset', which believes in shared ownership and shared accountability by all team members.

9. Description of the Scheme

A. This Scheme provides for:

- a) the demerger, transfer and vesting of the Demerged Undertakings (*as defined in the Scheme*) from the Demerged Company to the Resulting Companies (*as defined in the Scheme*) on a going concern basis, and the consequent issue of shares by the Resulting Companies (*as defined in the Scheme*) in the manner set out in this Scheme (*as defined in the Scheme*) and other applicable provisions of Applicable Law;
- b) the amalgamation of the Transferor Company 1 with the Transferee Company 1 and amalgamation of the Transferor Company 2 with the Transferee Company 1, in the manner set out in this Scheme, and in accordance with the provisions of Sections 230 to 232 of the Act and other applicable provisions of Applicable Law;
- c) the transfer of Broking and Depository Participant Business from Transferor Company 3 to Transferee Company 2, in the manner set out in this Scheme, and in accordance with the provisions of Sections 230 to 232 of the Act and other applicable provisions of Applicable Law; and
- d) the reduction of the share capital of the Resulting Companies in the manner set out in this Scheme, and in accordance with Sections 230 to 232 read with Section 66, and other applicable provisions of the Act.

B. Appointed Date for the amalgamation of the Transferor Company 1 with the Transferee Company 1 is 1 April 2017 and the Appointed Date for all other transactions contemplated in the Scheme is 1 April 2018.

C. Share Exchange Ratio

- a) For the amalgamation of the Transferor Company 1 with the Transferee Company 1
No shares shall be issued by the Transferee Company 1 as the Transferor Company 1 is a wholly owned subsidiary of the Transferee Company 1.
- b) For the transfer and vesting of the Securities Business Undertaking from the Demerged Company into the Resulting Company 1
For every 1 (One) fully paid equity share of INR 2 each held in the Demerged Company; 1 (One) fully paid equity share of INR 2 each of the Resulting Company 1.
- c) For the transfer and vesting of the Wealth Business Undertaking from the Demerged Company into the Resulting Company 2
For every 7 (Seven) fully paid equity share of INR 2 each held in the Demerged Company; 1 (One) fully paid equity share of INR 2 each of the Resulting Company 2.
- d) For the amalgamation of the Transferor Company 2 with the Transferee Company 1
For every 100 (One hundred) fully paid equity shares of INR 10 each held in the Transferor Company 2; 135 (One Hundred and Thirty-Five) fully paid equity shares of INR 2 each of the Transferee Company 1.
- e) For the transfer and vesting of the Broking and Depository Participant Business Undertaking from the Transferor Company 3 into the Transferee Company 2
The lumpsum consideration for the transfer of the Broking and Depository Participant Business Undertaking would be equal to INR 16,58,00,000 crores (Rupees Sixteen Crore Fifty-Eight Lakhs only).

NOTE: THE FEATURES/ DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET THEMSELVES FULLY AQUAINTED WITH THE PROVISIONS THEREOF.

10. The unaudited balance sheet and profit and loss account of the Transferor Company 3, Demerged Company, Transferor Company 1, Resulting Company 1, Transferor Company 2, and Transferee Company 2 for the period ended 30 September 2018 are enclosed as **Annexure E-I to E-VI.**
11. Pre and post-shareholding pattern of the Transferor Company 3, Demerged Company, Transferor Company 1, Resulting Company 1, Transferor Company 2, and Transferee Company 2 is enclosed as **Annexure F-I to F-VI.**
12. Summary of the Share Entitlement and Share Exchange Ratio Report is enclosed herewith as **Annexure F.**

13. Amounts due to unsecured creditors as on 30 September 2018:

Resulting Company 2		Demerged Company	
Number	Amount (INR)	Number	Amount (INR)
39	1,06,66,58,145	23	435,551

Resulting Company 1		Transferor Company 1	
Number	Amount (INR)	Number	Amount (INR)
403	9,88,18,88,460	29	2,42,760

Transferor Company 2		Transferee Company 2	
Number	Amount (INR)	Number	Amount (INR)
382	1,82,74,121	7	78,56,753

14. Effect of the Scheme on various parties

A. Key Managerial Personnel (KMPs) and Directors

None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company 2, the Demerged Company, the Transferor Company 1, the Resulting Company, the Transferor Company 2, and the Transferee Company 2 and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Transferor Company 3, the Demerged Company, the Transferor Company 1, the Resulting Company, the Transferor Company 2, and the Transferee Company 2 and/or to the extent that the said Director(s) are common director(s) of the said companies and/or to the extent that the Key Managerial Personnel is holding shares in said companies as a nominee and/or to the extent that the said Director(s), Key Managerial Personnel and their respective relatives are the directors, members of the companies that hold shares in the respective companies. Save as aforesaid, none of the said Directors or the Key Managerial Personnel has any material interest in the Scheme.

Details of shares held by the present Directors and KMPs of the Resulting Company 2, the Demerged Company, the Transferor Company 1, the Resulting Company, the Transferor Company 2, and the Transferee Company 2 either individually or jointly as a first holder or second holder or as a nominee and by their relatives, in the respective companies are as under:

Demerged Company

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company
1.	Kranti Sinha	Independent Director	1,15,000
2.	Nirmal Bhanwarlal Jain	Wholetime Director	4,79,52,000
3.	R Venkataraman	Managing director	1,09,09,432
4.	A K Purwar	Independent Director	95,000
5.	Nilesh Vikamsey	Independent Director	1,65,000
6.	Prabodh Agrawal	Chief Financial Officer	27,31,019
7.	Gajendra Thakur	Company Secretary	3,000
8.	Bhanwarlal Pyarchand Jain	Relative of Director	2,15,000
9.	Mansukhlal Jain	Relative of Director	1,50,000
10.	Sangeeta Jain	Relative of Director	6,59,957
11.	Pushpa Jain	Relative of Director	2,59,500

Note: None of the directors of the Demerged Company have any interest in any other entity which is a party to the Scheme

Transferor Company 1

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company
1.	Narendra Deshmal Jain	Director	56,500
2.	Anil Nelson Mascarenhas	Director	84,401
3.	Mr. Bhawani Jhanwar	Additional Director	Nil

Notes:

1. The above list only includes information of directors/ KMPs of the Transferor Company 1 who are not directors/ KMPs of the Demerged Company and whose information is not captured in the details given for the Demerged Company.
2. The above shareholding does not include shares held as nominee.

Transferor Company 2

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company
1.	Sumit Bali	Executive Director and CEO	4,900
2.	Meeta Bali	Relative of Director	670

Notes:

1. The above list only includes information of directors/ KMPs of the Transferor Company 2 who are not directors/ KMPs of the Demerged Company and whose information is not captured in the details given for the Demerged Company.
2. The above shareholding does not include shares held as nominee.

Resulting Company 1

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company
1.	Mohan Radhakrishnan	Whole time director	1,00,000
2.	Narendra Deshmal Jain	Director	56,500
3.	Aniruddha Dange	Whole time director	17,72,631
4.	Mr. Jayesh Upadhyay	Company Secretary	300

Notes:

1. The above list only includes information of directors/ KMPs of the Resulting Company 1 who are not directors/ KMPs of the Demerged Company and whose information is

not captured in the details given for the Demerged Company.

2. The above shareholding does not include shares held as nominee.

Resulting Company 2

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company	Number of equity shares held as on 30 September 2018 in the Transferor Company 3
1.	Mr. Sandeep Achyut Naik	Nominee Director	NIL	NIL
2.	Mr. Karan Bhagat	Managing Director	NIL	59,91,875
3.	Mr. Yatin Shah	Whole-time Director	NIL	33,10,526
4.	Ms. Geeta Mathur	Independent Director	NIL	NIL
5.	Mr. Amit Nitin Shah	Director	NIL	15,68,421
6.	Mr. Shantanu Rastogi	Nominee Director	NIL	NIL
7.	Ami Yatin Shah (Spouse of Mr. Yatin Shah)	Relative of Director	4,000	NIL
8.	Prakash Chunilal Shah (Father of Mr. Yatin Shah)	Relative of Director	25,000	NIL
9.	Yatin Prakash Shah HUF	Relative of Director	80,000	NIL
10.	Yatin Investments (Yatin Shah is Partner of the firm)	Relative of Director	44,939	NIL
11.	Ashutosh Naik	Company Secretary	NIL	8,000
12.	Mihir Nanavati	Chief Financial	Nil	Nil

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company	Number of equity shares held as on 30 September 2018 in the Transferor Company 3
		Officer		

Notes:

1. The above list only includes information of directors/ KMPs of the Resulting Company 2 who are not directors/ KMPs of the Demerged Company and whose information is not captured in the details given for the Demerged Company. The above shareholding does not include shares held as nominee.

Transferee Company 2

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 30 September 2018 in the Demerged Company	Number of equity shares held as on 30 September 2018 in the Resulting Company 2
1.	Ms. Anu Ravi Jain	Director	NIL	92,856
2.	Ms. Tanu Anand (Sister of Ms. Anu Ravi Jain)	Relative of Director	3,999	NIL
3.	Mr. Pankaj Binod Fitkariwala	Director	21,000	1,58,522
4	Mr. Umang Jagmohan Papneja	Director	6,000	3,05,482

Notes:

1. The above list only includes information of directors/ KMPs of the Resulting Company 2 who are not directors/ KMPs of the Demerged Company and whose information is not captured in the details given for the Demerged Company.
2. The above shareholding does not include shares held as nominee.

B. *Promoter and Non-Promoter Equity Shareholders of the Transferor Company 3, the Demerged Company, the Transferor Company 1, the Resulting Company, the Transferor Company 2, and the Transferee Company 2*

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company 3, the Demerged Company, the Transferor Company 1, the Resulting Company, the Transferor Company 2, and the Transferee Company 2, in their meetings held on 31 January 2018 have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders amongst others. Copies of the reports adopted by the respective Boards of Directors of the Transferor Company 3, the Demerged Company, the Transferor Company 1, the Resulting Company, the Transferor Company 2, and the Transferee Company 2 are enclosed as **Annexure C-I to C-VI**.

C. *Depositors*

None of the Parties to the Scheme have accepted any deposits.

D. *Creditors & Debenture-Holders*

The proposed Scheme does not involve any compromise or arrangement with the creditors, debenture holders or debenture trustee. The rights of the creditors, debenture holders or debenture trustee shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

E. *Employees*

Demerger of Securities Business Undertaking and Wealth Business Undertaking

With effect from the Effective Date, the respective Resulting Companies undertake to engage, without any interruption in service, all employees of the Demerged Company, engaged in or in relation to the Securities Business Undertaking and Wealth Business Undertaking ("**Employees**"), on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The respective Resulting Companies undertake to continue to abide by any agreement/settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the Employees or union representing them in relation to the Securities Business Undertaking and Wealth Business Undertaking. The respective Resulting Companies agree that the services of all such Employees with the Demerged Company prior to the demerger shall be considered for the purposes of all existing benefits to which the said Employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity, leave encashment and other retirement/terminal benefits. The decision on whether or not an employee is part of the Securities Business Undertaking and Wealth Business Undertaking shall be decided by the Board of the Demerged Company and shall be final and binding on all concerned.

Amalgamation of Transferor Company 1 and Transferor Company 2 with Transferee Company 1

With effect from the Effective Date, all employees of the Transferor Company 1 and Transferor Company 2 in service on the Effective Date, shall be deemed to have become employees of

the Transferee Company 1 with effect from the Appointed Date 1 or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company 1 shall not be less favourable than those applicable to them with reference to the Transferor Company 1 on the Effective Date. The Transferee Company 1 undertakes to continue to abide by any agreement/settlement, if any, validly entered into by the Transferor Company 1 and Transferor Company 2 with any union/employee of the Transferor Company 1 and Transferor Company 2, as the case may be. It is hereby clarified that the accumulated balances, if any, standing to the credit of the employees in the existing provident fund, gratuity fund and superannuation fund of which the employees of the Transferor Company 1 and Transferor Company 2, are members shall be transferred to such provident fund, gratuity fund and superannuation fund of the Transferee Company 1 or to be established and caused to be recognized by the appropriate authorities, by the Transferee Company 1.

Transfer of Broking and Depository Participant Business

All employees of the Transferor Company 3 in service on the Effective Date, engaged in or in relation to the Broking and Depository Participant Business Undertaking, shall be deemed to have become employees of the Transferee Company 2, with effect from the Appointed Date 2 or their respective joining date, whichever is later, on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company 3. The Transferee Company 2 undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company 3 with any of the aforesaid employees or union representing them. The Transferee Company 2 agrees that the services of all such employees with the Transferor Company 3 prior to the transfer shall be considered for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the Broking and Depository Participant Business Undertaking, be decided by the Transferor Company 3, and shall be final and binding on all concerned.

15. **Capital Structure pre and post amalgamation**

The Pre-Scheme capital structure of the Resulting Company 2, the Demerged Company, Transferor Company 2, the Resulting Company 1, and the Transferee Company 2 is detailed in clause 6 above.

The Post-Scheme capital structure is as follows:

Resulting Company 2

The Post-Scheme capital structure of the Resulting Company 2 considering the capital structure as on the date of issuance of this notice shall be as follows:

SHARE CAPITAL	In INR
Authorised Share Capital	
10,00,00,000 equity shares of INR 2 each	20,00,00,000
TOTAL:	20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
8,50,78,064 equity shares of INR 2 each	17,01,56,128
TOTAL:	17,01,56,128

Demerged Company

The Post-Scheme capital structure of the Demerged Company considering the capital structure as on the date of issuance of this notice shall be as follows:

SHARE CAPITAL	In INR
Authorised Share Capital	
2,35,52,50,000 equity shares of INR 2 each	4,71,05,00,000
50,00,00,000 preference shares of INR 10 each	5,00,00,00,000
Total	9,71,05,00,000
Issued, Subscribed and Paid-up Share Capital	
37,76,98,328 equity shares of INR 2 each fully paid up	75,53,96,656
Total	75,53,96,656

Resulting Company 1

The Post-Scheme capital structure of the Resulting Company 1 considering the capital structure as on the date of issuance of this notice shall be as follows:

SHARE CAPITAL	In INR
Authorised Share Capital	
50,00,00,500 equity shares of INR 2 each	1,00,00,01,000
Total	1,00,00,01,000
Issued, Subscribed and Paid-up Share Capital	
319,064,647 equity shares of INR 2 each fully paid up	638,129,294
Total	638,129,294

Upon the Scheme coming into effect, the Transferor Company 1 and Transferor Company 2 shall be dissolved without winding up.

There shall be no change in the share capital of the Transferee Company 2 pursuant to the Scheme.

16. **Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013**

No investigation proceedings have been instituted or are pending in relation to the Resulting Company 2 under Sections 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Act of 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Act of 1956 against any of the aforementioned companies.

To the knowledge of the Resulting Company 2, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Act of 1956.

17. **Approvals/Sanctions/ No-Objections from Regulatory or any Governmental Authorities**

Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

- i. obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing

- ii. Obligations and Disclosure Requirement) Regulations, 2015; approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Transferor Companies (*as defined in the Scheme*), the Transferee Companies (*as defined in the Scheme*), the Demerged Company, and the Resulting Companies (*as defined in the Scheme*) and such other classes of persons of the said Companies, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal (*as defined in the Scheme*);
- iii. the Parties, as the case may be, complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- iv. the sanctions and orders of the Tribunal, under Sections 230 to 232 read with Section 66 of the Act being obtained by the Transferor Companies, the Transferee Companies, the Demerged Company and the Resulting Companies;
- v. certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the RoC having jurisdiction over the Parties; and
- vi. The requisite consent, approval or permission of Appropriate Authority including SEBI, Stock Exchanges, depositories etc. or any other Person which by Applicable Law or contract, agreement may be necessary for the implementation of this Scheme.

3. Inspection

The following documents will be open for inspection by the shareholders of the Resulting Company 2 at its registered office at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai-400013 between 10:00 a.m. and 5:00 p.m. on all working days (except Saturdays/Sundays and Public Holidays) up to the date of the meeting:

- i. Copy of the order passed by NCLT in Company Application No. 1148 of 2018, dated 22 October 2018 directing the Transferor Company 3 to, *inter alia*, convene the meetings of its equity shareholders;
- ii. Copy of the Memorandum and Articles of Association of all the companies;
- iii. Copy of the annual reports of all the companies for the financial year ended 31st March 2018;
- iv. Copy of the Statutory Auditors' certificate of the Resulting Company 2 dated 23 March 2018 issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants, to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
- v. Copy of the Statutory Auditors' certificate of the Demerged Company dated 8 March 2018 issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants, to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- vi. Copy of the Statutory Auditors' certificate of the Resulting Company 1 dated 21 September 2018 issued by M/s V Sankar Iyer, Chartered Accountants, to the effect

that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

- vii. Copy of the Statutory Auditors' certificate of the Transferee Company 2 dated 23 March 2018 issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants, to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
 - viii. Copy of the Scheme.
4. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by the Transferor Company 3 to its shareholders, free of charge, within one (1) working day (except Saturdays/Sundays/public holidays) on a requisition being so made for the same by the shareholders of the Transferor Company 3.
19. After the Scheme is approved by the equity shareholders of Transferor Company 3, Demerged Company, Transferor Company 1, Resulting Company 1, Transferor Company 2 and Transferee Company 2, it will be subject to the approval/sanction by NCLT.

Dated this 6 November 2018

S/d
Mr. Nirmal Jain
Chairman appointed for the Meeting

Registered office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai-400013

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1148 OF 2018**

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013**

AND

**IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST IIFL HOLDINGS
LIMITED AND INDIA INFOLINE MEDIA & RESEARCH SERVICES LIMITED AND IIFL SECURITIES
LIMITED AND IIFL WEALTH MANAGEMENT LIMITED AND INDIA INFOLINE FINANCE LIMITED
AND IIFL DISTRIBUTION SERVICES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

IIFL Wealth Management Limited

(CIN: U74140MH2008PLC177884), a company incorporated on 17 January 2008 under the provisions of the Companies Act, 1956 and having its registered office at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013.

**Applicant Company / Resulting Company 2 /
Transferor Company 3**

FORM OF PROXY

ATTENDANCE SLIP (To be presented at the entrance)

NOTE: Shareholders attending the meeting in Person or by Proxy or through Authorised Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the meeting hall.

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the meeting of the equity shareholders of the Company, convened pursuant to the Orders dated 22 October 2018 of the National Company Law Tribunal Bench at Mumbai, at IIFL Centre, 1st floor Board Room, Lower Parel (West), Mumbai – 400 013 on Wednesday, December 12, 2018 at 10:30 A.M.

Equity shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.

Name and Address of the Equity Shareholder

(in block letters):

Folio No.:

DP ID No.* :

Client ID No.*:

No. of Share(s) held :

Full name of the Equity Shareholder / Proxy Signature

(in block capitals)

*Applicable for Shareholders holding Shares in dematerialised form.

Name of the Shareholder/Proxyholder

Signature of Shareholder/Proxy

Notes:

1. Only Shareholder/Proxyholder can attend the Meeting.
2. Shareholder/Proxyholder should bring his/her copy of the Notice for reference at the Meeting.
3. Those shareholders who have multiple folios with different joint holders may use copies of this Attendance Slip.

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1148 OF 2018**

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013**

AND

**IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST IIFL WEALTH
MANAGEMENT LIMITED AND IIFL HOLDINGS LIMITED AND INDIA INFOLINE MEDIA & RESEARCH
SERVICES LIMITED AND IIFL SECURITIES LIMITED AND INDIA INFOLINE FINANCE LIMITED AND IIFL
DISTRIBUTION SERVICES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

IIFL WEALTH MANAGEMENT LIMITED,
(CIN: U74140MH2008PLC177884), a public
limited company incorporated on 17 January
2008 under the provisions of the Companies Act,
1956 and having its registered office at IIFL
Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

**APPLICANT COMPANY / RESULTING COMPANY
2/ TRANSFEROR COMPANY 3**

Website: www.iiflwealth.com

Email: secretarial@iiflw.com

Tel: **(91-22) 3958 5600**

Fax: (+91-22) 4646 4706

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]**

Name of the Member(s):

Registered address:

E-mail ID:

Folio No./Client ID:

DP ID:

I / We being the member(s) of
Limited, hereby appoint -

shares of IIFL Wealth Management

1) Name

Address

Email id
failing him / her

Signature:

Or

2) Name

Address

Email id
failing him / her

Signature:

Or

3) Name

Address

Email id _____
failing him / her

Signature: _____

Or

as my / our proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/ us and on my/our behalf at the Meeting of the Company to be held on and at any adjournment or adjournments thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Particulars
1	Composite Scheme of Arrangement amongst IIFL Wealth Management Limited (" Resulting Company 2 ") or (" Transferor Company 3 ") and IIFL Holdings Limited (" Demerged Company " or " Transferee Company 1 ") and India Infoline Media & Research Services Limited (" Transferor Company 1 ") and IIFL Securities Limited (" Resulting Company 1 ") and India Infoline Finance Limited (" Transferor Company 2 ") and IIFL Distribution Services Limited (" Transferee Company 2 ") and their respective shareholders (" Scheme ") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Signed this _____ day of _____ 2018

Affix Re. 1
Revenue
Stamp

(Signature of shareholder(s))

Signature of Proxy

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialled.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be the shareholder of the Company.
6. Body Corporate and FPI/FII Equity Shareholder(s) would be required to deposit certified copies of Board/ Custodial Resolutions/Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of Company at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
7. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other.

MAP FOR THE VENUE OF THE MEETING

Venue address: IIFL Centre, 1st Floor Board Room, Lower Parel (West), Mumbai-400013

