



India Finsec Limited
(L65923DL1994PLC060827)

Notice

Notice is hereby given that Extra-ordinary General Meeting (“EGM”) of the shareholders (the “Shareholders” or the “Members”) of **India Finsec Limited** (the “Company”) will be held on **Friday, April 24, 2026 at 11:30 a.m. through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’)** to transact the following special business:

SPECIAL BUSINESS:

Item No. 1- Approval of Initial Public Offering (IPO) of equity shares of IFL Finance Limited (formerly known as IFL Housing Finance Limited), subsidiary of India Finsec Limited

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions, and sanctions as may be necessary from the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies, and any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers conferred by this resolution) to accord its approval and consent for:

(a) the proposed Initial Public Offering ("IPO") of IFL Finance Limited (Formerly Known As IFL Housing Finance Limited) ("Subsidiary"), comprising an offer of fresh equity shares by the Subsidiary and/or an Offer for Sale ("OFS") by existing shareholders of the Subsidiary, through the book building process or any other permissible mode, to the public in India and/or to eligible investors outside India;

(b) the listing of the equity shares of the Subsidiary on BSE Limited and/or any other recognised stock exchange(s) in India, as may be permitted under applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to grant such approvals, consents, permissions and to take all necessary steps as may be required in connection with the IPO of the Subsidiary, including but not limited to coordinating with the Subsidiary, intermediaries, and regulatory authorities, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or any Director(s) or any officer(s) of the Company, to give effect to this resolution;

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

Item No. 2- Re-appointment of Mr. Devi Dass Agarwal (DIN: 09152596) as an independent director of the company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Devi Dass Agarwal (DIN: 09152596), who holds office as an Independent Director of the Company up to 30th June, 2026 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 01st July, 2026 up to 30th June, 2031, subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT the re-appointment of Mr. Devi Dass Agarwal as an Independent Director shall be effective from 01st July, 2026, being the date immediately following the expiry of his existing term.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For India Finsec Limited**

**Sd/-
Gopal Bansal
Managing Director**

**Date: 27.03.2026
Place: New Delhi**

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 1 to 2 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 1 to 2 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice.
2. In compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Extra-ordinary General Meeting (“EGM”) of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company – India Finsec Limited, D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually. The Notice convening this EGM is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this EGM will also be available on the Company’s website <https://www.indiafinsec.in/>, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. The Company will also publish an advertisement in the newspapers containing details of the EGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

3. Since this EGM is held through Video Conference/Other Audio Visual Means (“VC/OAVM”), route map to the venue is not required and therefore, the same is not annexed to this Notice.
4. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Friday, April 17, 2026 (“Cut-off date”) may join the EGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the EGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.
5. Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first serve basis.

6. Appointment of Proxy and Attendance Slip:

Since the EGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the EGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

7. The Company has appointed M/s., Sarita Singh & Associates, Company Secretary (Membership No. A55937 and Certificate of Practice No. 24682) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.
8. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend / vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on her e-mail ID at es.saritasingh2614@gmail.com with a copy marked to evoting@nsdl.com and indiafinsec@gmail.com.
9. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or M/s. Skyline Financial Services Private Limited('RTA'), for assistance in this regard. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.
10. The Members are encouraged to furnish/ update their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company in specified forms. The Securities and Exchange Board of India ("SEBI") has mandated Members holding shares in physical mode to furnish their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company.
Please note that unless the above details are updated with the RTA/the Company, Members would not be able to receive any correspondence(s)/information/intimation from the RTA/the Company.

Please note that it is also mandatory to link PAN with Aadhar number. Investors who are yet to link the PAN with Aadhar number are requested to complete the same. Securities held in physical folios which have no PAN registered/have invalid PAN registered/no PAN linked with their Aadhar numbers in the records of the RTA/Company shall be considered inoperative/inactive/ incomplete.

The formats for nomination and updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://www.indiafinsec.in/investors-info/>.

Effective January 01, 2022, Grievance Redressal/ Service Requests can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.

The duly filled-in Forms along with supporting documents may be sent to the RTA at their address – Skyline Financial Services Private Limited, D-153 A, Ist Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020 and email id: info@skylinerta.com . Members may submit the duly filled complete set of scanned documents with e-sign* through e-mail. Please note that only documents received from the registered e-mail address of the shareholders will be considered. The documents received from e-mail address of brokers and third parties will not be entertained.

*e-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empanelled e-sign Service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s), in case they hold the shares in electronic form and to the Company's RTA for shares held in physical form, with relevant documents, by following the instructions given above.

12. Manner of registration of e-mail address to receive the Annual Report for 2024-25 including EGM Notice:

In terms of MCA Circulars, for the purpose of the EGM, the eligible Members, whose e-mail addresses are not registered with the Company/ DP and who wish to receive the Annual Report along with the EGM Notice electronically and to cast the vote electronically, may register their e-mail addresses with the RTA/ Company/Depositories, pursuant to which such Member shall receive the Notice of this EGM along with the Annual Report 2024-25.

13. Electronic dissemination of the EGM Notice and Annual Report: Electronic/digital copy of the Annual Report for FY25 and Notice convening the EGM are being sent to all Members whose e-mail Id. are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail Id. may get the same registered by following the instructions mentioned below. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. <https://www.indiafinsec.in/investors-info/> where the Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Annual Report for FY25 to the Members, upon request.

14. E-voting:

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the EGM) to transact the business mentioned in the Notice convening the EGM.
- Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned EGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the EGM.
- Voting rights of Members shall be reckoned on the paid up value of equity shares registered in their name as on the Cut-off date.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e, 17th April, 2026, shall be entitled to avail the facility of remote e-voting or e-voting at the EGM, as the case may be.
- The procedure for e-voting on the day of the EGM is identical to Remote e-voting instructions as outlined in this Notice.
- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.
- Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User

Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the **Cut-off date** may follow steps mentioned in the Notice.

- Members present at the EGM and who have not cast their vote on resolutions set out in the Notice convening the EGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the EGM.
- However, Members who have exercised their right to vote during the Remote e-voting period may attend the EGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- In case of joint holders attending the EGM, only such joint holder who is higher in the order of names as per the Company’s records, will be entitled to cast vote.
- With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
- As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated April 20, 2018, members holding shares in Physical forms are requested to submit their PAN details and Bank Details to the RTA of the Company.
- Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

15. Book Closure

Register of Members and Share Transfer Books of the Company will remain closed from **April 17, 2026 to April 24, 2026** (both days inclusive) for the purpose of EGM.

16. Cut- off date:

- (i) This Notice is being sent to all the members whose name appears as on **Friday, March 27, 2026** in the register of members or beneficial owners as received from **M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent** of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, April 17, 2026** (the “**Cut-off Date**”) only shall be entitled to vote through Remote E-voting and at the EGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

17. **Inspection of documents:** Electronic copies of all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be made available for inspection. Members desiring inspection

of statutory registers and other relevant documents may send their request in writing to the Company at indiafinsec@gmail.com.

18. Instructions for remote e-voting and access to the EGM

Members are requested to follow the instructions given below to cast their vote through e-voting and to access the Video Conference facility at the EGM:

The remote e-voting period begins on Tuesday, April 21, 2026 at 09:00 A.M. and ends on Thursday, April 23, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, April 17, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, April 17, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be |

| | |
|---|--|
| | <p>re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is |

| | |
|--|--|
| | <p>available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a

Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature

of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.saritasingh2614@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to indiafinsec@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to indiafinsec@gmail.com.

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

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1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at indiafinsec@gmail.com. The same will be replied by the company suitably.

19. Registration as speaker at the EGM

Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at indiafinsec@gmail.com on or before 16th April, 2026. The facility to express views/ask questions during the EGM shall be restricted only to those members who have pre-registered themselves as speakers. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

20. Declaration of results of voting:

After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws.

The voting results along with the Scrutinizer’s report, will be hosted on the Company’s website, <https://www.indiafinsec.in/investors-info/>, website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are

required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.

21. The Members are requested to inform of any change in their addresses, name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., for providing efficient and better services immediately to:
 - (i) Registrar and Share Transfer Agents (R&T Agents) in case of shares held in Physical Form or
 - (ii) Depository Participants in case of shares held in Electronic Form
22. Details as per Regulation 36(3) of Listing Regulations Clause 1.2.5 of the SS-2, in respect of the Directors seeking appointment/ re- appointment at the Extra-ordinary General Meeting attached as **Annexure –I** , forms integral part of the notice.

**By order of the Board of Directors
For India Finsec Limited**

Sd/-
**Gopal Bansal
Managing Director**

**Date: 27.03.2026
Place: New Delhi**

EXPLANATORY STATEMENT
(Pursuant to section 102(1) of the Companies, Act, 2013)

Item No. 1: Approval of Initial Public Offering (IPO) of equity shares of IFL Finance Limited (formerly known as IFL Housing Finance Limited), subsidiary of India Finsec Limited

The Company proposes to approve the Initial Public Offering (“IPO”) of its subsidiary, *IFL Finance Limited (formerly known as IFL Housing Finance Limited)* (“Subsidiary”), comprising a fresh issue of equity shares by the Subsidiary and/or an Offer for Sale (“OFS”) by existing shareholders, subject to market conditions and receipt of necessary approvals.

The proposed IPO is a strategic initiative aimed at unlocking value for the shareholders of the Company, enhancing the visibility and brand recognition of the Subsidiary, and providing an opportunity to access capital markets directly for its future growth and expansion plans. Listing of the equity shares of the Subsidiary on BSE Limited and/or other recognised stock exchange(s) will also enable the Subsidiary to establish an independent market presence and improve corporate governance standards.

In terms of the applicable provisions of the Companies Act, 2013 and other applicable laws, approval of the members of the Company is required to enable the Board of Directors to accord its consent for the proposed IPO of the Subsidiary and to take necessary actions in this regard.

The Board of Directors, at its meeting, has approved the proposal for IPO of the Subsidiary, subject to receipt of requisite approvals, consents, permissions and sanctions from regulatory authorities including the Securities and Exchange Board of India, stock exchanges, and such other authorities as may be required.

The Board believes that the proposed IPO is in the best interest of the Company and its stakeholders and recommends the resolution set out in the accompanying notice for approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company and/or the Subsidiary.

Item No. 2: Re-appointment of Mr. Devi Dass Agarwal (DIN: 09152596) as an independent director of the company

Mr. Devi Dass Agarwal (DIN: 09152596) was appointed as an Independent Director of the Company for a term ending on 30th June, 2026. Based on his performance evaluation and considering his experience, expertise, and valuable contribution to the Company, the Nomination and Remuneration Committee, at its meeting, recommended his re-appointment for a second term of five (5) consecutive years.

The Board of Directors, at its meeting, has considered and approved the re-appointment of Mr. Devi Dass Agarwal as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 01st July, 2026 up to 30th June, 2031, subject to approval of the shareholders.

The Company has received from Mr. Agarwal (i) consent in writing to act as a Director in Form DIR-2, (ii) intimation in Form DIR-8 to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, (iii) a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (iv) a declaration confirming compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to registration in the databank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Agarwal fulfils the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company.

The Board considers that his continued association would be beneficial to the Company and accordingly recommends the Special Resolution for approval by the shareholders.

A brief profile of Mr. Devi Dass Agarwal, including nature of his expertise, shareholding in the Company, and disclosure of relationships between directors, as required under the SEBI Listing Regulations and Secretarial Standards, forms part of the Notice.

Except Mr. Devi Dass Agarwal and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

**By order of the Board of Directors
For India Finsec Limited**

**Sd/-
Gopal Bansal
Managing Director**

**Date: 27.03.2026
Place: New Delhi**

Annexure I to the Notice

Details of Directors seeking appointment/ re-appointment at the ensuing Extra-ordinary General Meeting [Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India]

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|---|--|
| Name of the Director | Mr. Devi Dass Agarwal |
| Age | 66 Years |
| Qualifications | B.Com, LL.B and CAIIB |
| Brief Resume | Mr. Devi Dass Agarwal is a Commerce Graduate and LL.B, CAIIB, Diploma in Treasury, Investment & Risk Management from Indian Institute of Banking & Finance (IIBF), Mumbai. He retired from Central Bank of India as Assistant General Manager (AGM) in January 2020 and having 39 years of experience in the field of Banking and Finance. |
| Experience (including expertise in specific functional area) | Mr. Devi Dass Agarwal retired from Central Bank of India as Assistant General Manager (AGM) in January 2020 and having 39 years of experience in the field of Banking and Finance. |
| Terms and Conditions of Appointment/ Reappointment | Mr. Devi Dass Agarwal is being reappointed on the same terms and conditions. |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | He shall not be paid any remuneration and sitting fees for attending Board or Committee meetings. |
| Date of first appointment on the Board | 01st July, 2021 |
| Shareholding in the Company as on March , 2025 | NA |

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|---|----------------------|
| Relationship with other Directors/Key Managerial Personnel | None |
| Number of meetings of the Board attended during the year | 06 Board meetings |
| Name of other Public Companies in which the person holds the Directorships | IFL Finance Limited |
| Name of the other Public Companies in which the person holds the Memberships of committees of the Board | IFL Finance Limited |
| Name of Listed entities in which person also holds directorship and Membership of Committees of the Boards | India Finsec Limited |
| Listed entities from which the person has resigned in the past three years | Nil |
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**By order of the Board of Directors
For India Finsec Limited**

**Sd/-
Gopal Bansal
Managing Director**

**Date: 27.03.2026
Place: New Delhi**