November 28, 2026

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| **The Manager,**<br>**Listing Department,**<br>**BSE Limited,**<br>**Phiroze Jeejeebhoy Towers,**<br>**Dalal Street,**<br>**Mumbai 400 001.**<br>**BSE Scrip Code: 532636** | **The Manager,**<br>**Listing Department,**<br>**The National Stock Exchange of India Limited,**<br>**Exchange Plaza, 5th Floor, Plot C/1, G Block,**<br>**Bandra - Kurla Complex, Bandra (E),**<br>**Mumbai 400 051.**<br>**NSE Symbol: IIFL** |

**Subject: Disclosure under Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

**Ref: Intimation under Regulation 30 of the Listing Regulations dated November 10, 2026 and November 12, 2026 in relation to Outcome of the Board Meeting ("Outcome") and Notice of the Extra-Ordinary General Meeting of IIFL Finance Limited ("Company"), respectively.**

Dear Sir / Madam,

The Company had issued the Notice of the Extra-Ordinary General Meeting ("**EGM**") of the Members of the Company scheduled to be held on Friday, December 04, 2026 at 11:00 a.m. IST through Video Conferencing / Other Audio-Visual Means, together with the explanatory statement thereto ("**EGM Notice**").

Subsequent to the issuance of the EGM Notice and pursuant to the applications filed by the Company for obtaining in-principle approval of BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**") in respect of Item No. 2 of the EGM Notice (i.e., for issuance of compulsorily convertible preference shares and warrants of the Company by way of a preferential issue on a private placement basis) ("**Preferential Issue**"), the Company has been asked to provide a clarification regarding applicability of undertakings under Regulations 163(1)(g) and 163(1)(h) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") in relation to the EGM Notice.

In view of the above, please note that since the equity shares of the Company have been listed on the Stock Exchanges for a period of more than 90 (ninety) trading days as on the Relevant Date (*as defined in the EGM Notice*), the requirement to re-compute the issue price in terms of Regulation 164(3) read with Regulation 167(5) of the SEBI ICDR Regulations does not apply to the proposed Preferential Issue. Accordingly, the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations are not applicable.

Separately, as communicated earlier in paragraph 3 of the Outcome and item no. 3 of the EGM Notice (and the explanatory statement thereto), certain rights of the investor, Ingot SG Pte. Ltd., under the securities subscription agreement dated November 10, 2026 had a fall-away shareholding threshold of (i) 5,35,68,952 equity shares or compulsorily convertible preference shares ("**CCPS**") (approximately 10% of the share capital as diluted by this current round), and (ii) 4,01,76,714 equity shares or CCPS (approximately 7.5% of the share capital as diluted by this current round). Parties have now agreed that the equity shareholding percentages of 10% or 7.5%, respectively (i.e. percentages as opposed to numbers of shares) will be the relevant fall-away thresholds for the aforesaid rights.

Lastly, one of the rights available against the threshold in (ii) above was that the investor would have a right to nominate 1 director of the Company even after it ceased to hold the threshold in (i) above. The investor has waived this right. As such, the investor will now have only the right to appoint two directors for as long as it holds the threshold of 10% of the equity shares as described above.

Necessary amendments to the SSA and the articles of the Company will be carried out in due course.

The members of the Company are hereby requested to take note of the aforesaid matters.

The above intimation will also be available on the website of the Company at www.iifl.com.

This is for your kind information and records.

Thanking you,

Yours faithfully,

**For IIFL Finance Limited**

SAMRAT SANYAL
Digitally signed by SAMRAT SANYAL
Date: 2026.11.28 14:52:49 +05'30'

**Samrat Sanyal**
**Company Secretary & Compliance Officer**
**ACS-13863**
**Email ID: csteam@iifl.com**
**Place: Mumbai**

CC:

**India International Exchange (IFSC) Limited**
1st Floor, Unit No. 101, The Signature, Building No. 13B, Road 1C, Zone 1, GIFT SEZ, GIFT City, Gandhinagar, Gujarat – 382050

**NSE IFSC Limited**
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