



12th December 2018

To,

BSE Limited

Sir Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai – 400 001

Security code: 532636

The National Stock Exchange of India Limited

Exchange Plaza, 5th Floor

Plot No. C-1, Block G

Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051

Scrip code: IIFL

Dear Sir/ Madam,

SUB: Summary of Proceedings and Voting Results of the National Company Law Tribunal Convened Meeting (“Meeting”) of the Equity Shareholders of IIFL Holdings Limited (“the Company”) held on 12 December 2018

The Company wishes to inform you that Meeting of the Equity Shareholders of the Company pursuant to the directions of the Hon’ble National Company Law Tribunal, Mumbai Bench was held on 12 December 2018 at 4:00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to approve 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”).

Enclosed please find the following disclosures:

- i. Summary of the proceedings of the Meeting as required under Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) is annexed as **Annexure A**.
- ii. Pursuant to Regulation 44(3) of the SEBI LODR, the voting results of the public shareholders in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 (“SEBI Circular”) in prescribed format and the voting results in terms of Companies Act, 2013, in prescribed format, with respect to the businesses transacted at the Meeting is annexed herewith as **Annexure B** and **Annexure C** respectively, along with the Consolidated Scrutinizer’s Report is annexed herewith as **Annexure D**.

The proposed resolution approving the Scheme was passed with requisite majority as required under the SEBI Circular and Companies Act, 2013.

This is for the information of the exchange and the members.

Thanking you,

Yours faithfully,

For and on behalf of IIFL Holdings Limited

Gajendra Thakur
Company Secretary



IIFL Holdings Limited (Formerly “India Infoline Limited”)

Corporate Identity Number-L74999MH1995PLC093797

Corporate Office - IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel: (91-22) 4249 9000 • Fax: (91-22) 4060 9049
Regd. Office - IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: mail@indiainfoline.com • Website: www.indiainfoline.com



Annexure A – Summary of proceedings of the NCLT Convened Meeting

Meeting of the Equity Shareholders of the Company was held on 12 December 2018 at 4:00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 (“Meeting”) pursuant to the directions of the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal”).

Mr. Nirmal Jain informed that the Meeting is convened pursuant to the order of the Tribunal dated 22 October 2018 in the matter of the Composite Scheme of Arrangement amongst IIFL Holdings Limited (“the Company”) 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”). He further informed that vide the said order, Tribunal has appointed him as the Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Notice of the Meeting, the Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 read with rules framed thereunder and the Scheme were dispatched to all the Shareholders. With the permission of the Members, the Notice convening the Meeting were taken as read. Thereafter, the Chairman provided brief background and rationale of the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the shareholders for voting:

Item No.	Details of the Resolution	Resolution required
1	Approval of 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	Requisite Majority*

**majority of persons representing three-fourths in value in terms of Companies Act, 2013 and majority of public shareholders in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017*

The Chairman informed the Members that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided its shareholders the facility to cast their vote through remote electronic voting system administered by the Central Depository Services (India) Limited. The Chairman requested the Members, who were present at the Meeting but had not cast their votes by remote e-voting to cast their vote at the Meeting.

The Chairman informed that Mr. Nilesh Shah, partner of M/s Nilesh Shah & Associates, practicing Company Secretary (Membership No. 4554) was the Scrutinizer appointed by the Tribunal to conduct the remote e-voting and voting by poll at the Meeting in an independent and fair manner.



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The Chairman then invited the Members to speak at the Meeting on the resolution proposed at the Meeting. The Chairman responded to all the queries raised by Members.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting. The Chairman authorized the Company Secretary to oversee and complete the voting process. He informed the Members that the voting results will be made available on the websites of the Company and the Central Depository Services (India) Limited on or before 14 December 2018.

The Scrutinizer's Report was received on 12 December 2018 and as set out therein the resolution for approval of the Scheme was passed with the requisite majority.

Yours faithfully,

For and on behalf of IIFL Holdings Limited

Gajendra Thakur
Company Secretary



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Corporate Identity Number-L74999MH1995PLC093797

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Annexure B – Voting Results in terms of SEBI Circular								
IIFL Holdings Limited								
Date of AGM/ EGM		12 December 2018						
Total number of shareholders on Record Date		40612						
No. of shareholders present in the meeting either in person or through proxy:								
- Promoters and Promoter Group		8						
- Public		99						
No. of shareholders attended the meeting through video conferencing:								
- Promoters and Promoter Group		Not Applicable						
- Public		Not Applicable						
Resolution Required : (Special)		As required under the Composite Scheme of Arrangement						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	92361432	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	82306609	48007716	58.3279	48007716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48007716	58.3279	48007716	0	100.0000	0.0000
Public Non Institutions	E-Voting	144413551	79782779	55.2460	79782778	1	100.0000	0.0000
	Poll		35736373	24.7459	35736373	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		115519152	79.9919	115519151	1	100.0000	0.0000
Total		319081592	163526868	51.2492	163526867	1	100.0000	0.0000



Annexure C – Voting Results in terms of Companies Act, 2013								
IIFL Holdings Limited								
Date of AGM/ EGM			12 December 2018					
Total number of shareholders on Record Date			40612					
No. of shareholders present in the meeting either in person or through proxy:								
- Promoters and Promoter Group			8					
- Public			99					
No. of shareholders attended the meeting through video conferencing:								
- Promoters and Promoter Group			Not Applicable					
- Public			Not Applicable					
Resolution Required : (Special)			As required under the Composite Scheme of Arrangement					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	92361432	0	0.0000	0	0	0.0000	0.0000
	Poll		92361432	100.0000	92361432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting	82306609	48007716	58.3279	48007716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48007716	58.3279	48007716	0	100.0000	0.0000
Public Non Institutions	E-Voting	144413551	79782779	55.2460	79782778	1	100.0000	0.0000
	Poll		35736373	24.7459	35736373	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		115519152	79.9919	115519151	1	100.0000	0.0000
Total		319081592	255888300	80.1953	255888299	1	100.0000	0.0000



NILESH SHAH & ASSOCIATES

-----Company Secretaries-----

Consolidated Scrutinizer's Report on remote e-voting and voting conducted through poll paper at the equity shareholders meeting of IIFL Holdings Limited, pursuant to the Order dated October 22, 2018 of the Hon'ble National Company Law Tribunal, Mumbai Bench, held on December 12, 2018 ("Meeting").

To,
The Chairperson of the Equity Shareholders Meeting,
IIFL Holdings Limited,
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No B-23,
Thane Industrial Area,
Wagle Estate Thane – 400 604.

Dear Sir,

Sub: Scrutinizer's Report for:-

- 1) Remote e-voting process conducted between December 7, 2018 to December 11, 2018 and voting conducted through poll paper on Wednesday, December 12, 2018 at the venue of the meeting of the equity shareholders of the IIFL Holdings Limited ("**the Company**");
- 2) Voting of public shareholders of the IIFL Holdings Limited through remote e-voting process conducted between December 7, 2018 to December 11, 2018 and voting conducted through poll paper on Wednesday, December 12, 2018 at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

We, M/s. Nilesh Shah and Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, Company Secretary (Membership No. FCS: 4554; CP: 2631), were appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated October 22, 2018 to oversee the voting process for the meeting of the equity shareholders of the Company held on December 12, 2018, for approving 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**"), pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and any other provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof. Equity shareholders of the Company were given an option to vote for the resolutions mentioned in the notice dated November 6, 2018 by remote e-voting process as well through poll paper at the NCLT convened meeting of the Company, held on Wednesday, December 12, 2018 at 4:00 P.M. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 ("**Venue**").



NILESH SHAH & ASSOCIATES

-----Company Secretaries-----

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting conducted through poll paper at the Venue of the Meeting on the resolution contained in the notice dated November 6, 2018. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and voting conducted through poll paper at the Venue of the Meeting is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast **"in favour" or "against"** on the resolution as specified in the Notice based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL/Service Provider), the authorized agency to provide remote e-voting facility and voting conducted through poll paper at the venue of the Meeting. I hereby submit my report as under:

1. The Company had appointed CDSL as the Service Provider, for extending the facility of remote e-voting to the Members of the Company. Link Intime India Private Limited is the Share Transfer Agents (STA) of the Company;
2. CDSL has provided a system for recording the votes of the Members electronically on the special business item sought to be transacted in the meeting of the Equity Shareholders of the Company which was held on Wednesday, December 12, 2018;
3. The remote e-voting facility was kept open from Friday, December 7, 2018 at 9:00 a.m. (IST) till Tuesday, December 11, 2018 at 5:00 p.m. (IST);
4. At the end of the voting period on Tuesday, December 11, 2018 at 5:00 p.m., the remote e-voting facility was blocked forthwith;
5. At the venue of the meeting of the Equity Shareholders of the Company held on Wednesday, December 12, 2018 the facility to vote through poll paper had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to register their votes;
6. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the meeting concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned below and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agents of the Company and the authorisations/ proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;



NILESH SHAH & ASSOCIATES

-----Company Secretaries-----

7. On December 12, 2018 after counting of the votes casted at the venue of the Equity Shareholders Meeting through poll paper, the votes casted through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Gaurav Naik and Ms. Bhumi Trivedi who acted as the witnesses, as prescribed in The Companies (Management and Administration) Rules, 2014 -Sub-Rule 4(xii) of the said Rule 20;
8. The details of the Consolidated Results of the voting done by the promoters and public shareholders of the Company through the remote e-voting together with voting conducted at Venue of the Meeting by way of poll paper are as under:

Details	Remote e-Voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Members who cast their votes	108	91	199
Total number of Shares held by them	132665780	128097806	260763586
(-) Invalid/Abstain Votes	4875285 (Abstain)	1 (Invalid)	4875286
Valid votes	127790495	128097805	255888300

Note: Percentage of votes cast “in favour” or “against” the resolution is calculated based on the valid votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting.

Resolution

To approve the Composite Scheme of Arrangement amongst IIFL Holdings Limited (“the Company”) 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”).

NILESH SHAH & ASSOCIATES

-----Company Secretaries-----

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	127790494	99.99	1	Negligible	4875285 (Abstain)
Voting conducted through poll paper at the venue of the meeting	128097805	100.00	0	0.00	1 (Invalid)
Total	255888299	99.99	1	0.01	4875286

Resolution mentioned in the Notice of the Equity Shareholders dated November 6, 2018 as per the details above may be considered to be passed under remote e-voting and voting conducted through poll paper at the venue of the meeting with the requisite majority and hence deemed to be passed as on the date of the meeting.

9. The details of the Consolidated Results of the voting done by public shareholders of the Company through of the remote e-voting along with voting conducted through poll paper at venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 are as under:

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	108	91	199
Less: Promoter	0	9	9
Public Shareholders	108	82	190
Total number of Shares held by them	132665780	128097806	260763586
(-) Invalid/Abstain Votes	4875285 (Abstain)	1 (Invalid)	4875286
(-) Promoter Votes	0	92361432	92361432
Valid votes	127790495	35736373	163526868

Note: Percentage of votes cast "in favour" or "against" the resolution is calculated based on the valid votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting.

NILESH SHAH & ASSOCIATES

-----Company Secretaries-----

Note: Percentage of votes cast “in favour” or “against” the resolution is calculated based on the valid votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting.

Resolution

To approve the Composite Scheme of Arrangement amongst IIFL Holdings Limited (“the Company”) 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”).

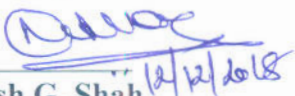
Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain/ Promoter Votes Nos.
	Nos.	%	Nos.	%	
Remote Voting E-	127790494	100.00	1	Negligible	4875285 (Abstain)
Physical Voting	35736373	100.00	0	0.00	92361433
Total	163526867	100.00	1	Negligible	97236718

I hereby confirm that, I am maintaining the registers/records received from the Service Provider electronically in respect of the votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting by the Members of the Company. The poll papers and all other relevant records relating to e-voting and voting conducted through poll paper at the venue of the meeting is held under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours truly,

For Nilesh Shah & Associates
Company Secretaries


Nilesh G. Shah
Partner
Membership No. FCS 4554
CP No. 2631



Place: Mumbai

Date: 12th day of December 2018