

October 1, 2022

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.
BSE Scrip Code: 542772

The Manager,
Listing Department,
The National Stock Exchange of India Ltd.,
Exchange Plaza, 5 Floor, Plot C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai 400 051.
NSE Symbol: IIFLWAM

Subject: Voting Results of 15th Annual General Meeting of the Company held on September 30, 2022

Dear Sir/Madam,

In continuation of our letter dated October 1, 2022, regarding summary of proceedings of the 15th Annual General Meeting (“AGM”) of IIFL Wealth Management Limited, held on Friday, September 30, 2022, through video conferencing (“VC”) / other audio visual means (“OAVM”) in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (“SEBI”) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that as per the Scrutinizer’s Report, the Members of the Company have duly approved all the items as set out in the Notice of the AGM, with requisite majority.

The Company had provided remote e-voting facility to its members for voting on the items of business transacted at the AGM and had appointed M/s. Nilesh Shah & Associates, Practicing Company Secretaries, as the Scrutinizer for remote e-voting and e-voting at the AGM.

In this regard, please find enclosed herewith the following:

1.	Voting Results of the AGM pursuant to Regulation 44(3) of the Listing Regulations.	Annexure- A
2.	Consolidated Scrutinizer's Report dated October 1, 2022, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the remote e-voting and voting through electronic voting system at the AGM.	Annexure-B

IIFL WEALTH MANAGEMENT LIMITED

Corporate & Registered Office:
IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

www.iiflwealth.com

CIN: L74140MH2008PLC177884



The aforesaid results are also uploaded and available on the website of the Company at www.iiflwealth.com. Further, please note that as required under Regulation 34 of the Listing Regulations, the Annual Report of the Company for the Financial Year 2021-22 and the Notice of AGM, has already been submitted with the Stock Exchanges on September 8, 2022.

Kindly take the same on record and oblige.

Thanking you,
For IIFL Wealth Management Limited

Rohit Bhase
Company Secretary
ACS - 21409
Email: secretarial@iiflw.com
Encl.: As above

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CIN: L74140MH2008PLC177884

Voting Results of the AGM pursuant to Reg. 44(3) of the Listing Regulations

Resolution Required : (Ordinary)			Resolution No. 1 - To consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2022, together with the Board's and Auditors' Reports thereon					
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]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	20599404	19444441	94.3932	19444441	0	100.0000	0.0000
	Poll		1125821	5.4653	1125821	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20570262	99.8585	20570262	0	100.0000	0.0000
Public Institutions	E-Voting	23164180	20107971	86.8063	20107971	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		20107971	86.8063	20107971	0	100.0000	0.0000
Public Non Institutions	E-Voting	45075994	34132757	75.7227	34132755	2	100.0000	0.0000
	Poll		393378	0.8727	393378	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34526135	76.5954	34526133	2	100.0000	0.0000
Total		88839578	75204368	84.6519	75204366	2	100.0000	0.0000

Resolution Required : (Ordinary)			Resolution No. 2 - To appoint a director in place of Mr. Sandeep Naik (DIN: 02057989) as a director liable to retire by rotation					
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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20599404	19444441	94.3932	19444441	0	100.0000	0.0000
	Poll		1125821	5.4653	1125821	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20570262	99.8585	20570262	0	100.0000	0.0000
Public Institutions	E-Voting	23164180	20136850	86.9310	18978922	1157928	94.2497	5.7503
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20136850	86.9310	18978922	1157928	94.2497	5.7503
Public Non Institutions	E-Voting	45075994	34132757	75.7227	34132754	3	100.0000	0.0000
	Poll		393378	0.8727	393378	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34526135	76.5954	34526132	3	100.0000	0.0000
Total		88839578	75233247	84.6844	74075316	1157931	98.4609	1.5391

Resolution Required : (Ordinary)			Resolution No. 3 - To appoint a director in place of Mr. Shantanu Rastogi (DIN: 06732021) as a director liable to retire by rotation					
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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20599404	19444441	94.3932	19444441	0	100.0000	0.0000
	Poll		1125821	5.4653	1125821	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20570262	99.8585	20570262	0	100.0000	0.0000
Public Institutions	E-Voting	23164180	20136850	86.9310	18975235	1161615	94.2314	5.7686
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20136850	86.9310	18975235	1161615	94.2314	5.7686
Public Non Institutions	E-Voting	45075994	34132757	75.7227	34132754	3	100.0000	0.0000
	Poll		393378	0.8727	393378	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34526135	76.5954	34526132	3	100.0000	0.0000
Total		88839578	75233247	84.6844	74071629	1161618	98.4560	1.5440

Resolution Required : (Special)			Resolution No. 4 - To approve formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the Company					
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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20599404	19444441	94.3932	19444441	0	100.0000	0.0000
	Poll		1125821	5.4653	1125821	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20570262	99.8585	20570262	0	100.0000	0.0000
Public Institutions	E-Voting	23164180	20136850	86.9310	14035366	6101484	69.6999	30.3001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20136850	86.9310	14035366	6101484	69.6999	30.3001
Public Non Institutions	E-Voting	45075994	34132757	75.7227	34132755	2	100.0000	0.0000
	Poll		393378	0.8727	393378	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34526135	76.5954	34526133	2	100.0000	0.0000
Total		88839578	75233247	84.6844	69131761	6101486	91.8899	8.1101

Resolution Required : (Special)			Resolution No. 5 - To approve formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the associate company, subsidiary company or holding company of the Company					
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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20599404	19444441	94.3932	19444441	0	100.0000	0.0000
	Poll		1125821	5.4653	1125821	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20570262	99.8585	20570262	0	100.0000	0.0000
Public Institutions	E-Voting	23164180	20136850	86.9310	14035366	6101484	69.6999	30.3001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20136850	86.9310	14035366	6101484	69.6999	30.3001
Public Non Institutions	E-Voting	45075994	34132757	75.7227	34132755	2	100.0000	0.0000
	Poll		393378	0.8727	393378	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34526135	76.5954	34526133	2	100.0000	0.0000
Total		88839578	75233247	84.6844	69131761	6101486	91.8899	8.1101

NILESH SHAH & ASSOCIATES

Company Secretaries

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
**The Chairman of
15th Annual General Meeting of
Members of IIFL Wealth Management Limited**
Held on Friday, 30th September, 2022, at 04:00 p.m. (IST)
Through Video Conferencing / Other Audio Visual means

Sir,

We, M/s. Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, (Membership No. FCS - 4554), Partner, were appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting ("**AGM**") and e-voting process during the AGM pursuant to the provisions of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, read with Circulars issued by Ministry of Corporate Affairs ("**MCA**") dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 (collectively referred as "**MCA Circulars**") and Securities and Exchange Board of India dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred as '**SEBI Circulars**'), in respect of below mentioned resolutions proposed at the AGM of IIFL Wealth Management Limited (the "**Company**") held on Friday, 30th September, 2022, at 04:00 P.M. (IST) through Video Conferencing / Other Audio Visual means (VC / OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules framed thereunder relating to voting through electronic means on the resolutions contained in the notice for the AGM of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and submit a scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the notice of AGM, based on the reports generated from the e-voting platform / system provided by the Central Depository Services (India) Limited ("**CDSL**"), the authorized agency to provide e-voting facilities, engaged by the Company.



211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extension of Old Nagardas Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
Peer Review No: 698/2020

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.
Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

As informed to us by the management, the notice dated 7th September, 2022, convening the AGM of the Company through VC / OAVM held on Friday, 30th September, 2022, along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars and SEBI Circulars.

The Members of the Company holding shares on the record date ("Cut off" date) of 23rd September, 2022, were entitled to vote on the resolutions as set out in the notice of AGM.

In this regard, we hereby submit our report as under:

1. The Company had availed the e-voting facility offered by CDSL for conducting remote e-voting prior to AGM and e-voting during AGM by the Members of the Company.
2. The remote e-voting prior to AGM period remained open from Monday, September 26, 2022 (09:00 a.m. IST) till Thursday, September 29, 2022 (05:00 p.m. IST) and CDSL e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC / OAVM and who had not cast their vote earlier.
4. After the closure of remote e-voting at the AGM, we have unblocked the electronic votes for both remote e-voting processes in the presence of two witnesses who are not in the employment of the Company.
5. We have scrutinized the votes cast through remote e-voting and e-voting during AGM, processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.
7. The consolidated result of the voting through remote e-voting and e-voting during AGM processes is as per annexure enclosed herewith.



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Peer Review No: 698/2020

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.
Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman, or any Director / Key Managerial Person authorised by the Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries

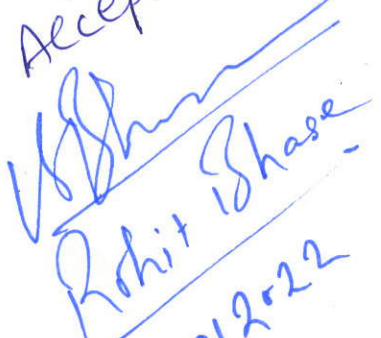


Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631
Peer Review No.: 698 / 2020

UDIN: F004554D001116357

Place: Mumbai
Date: October 1, 2022



Received &
Accepted

Rohit Shase
01/10/2022

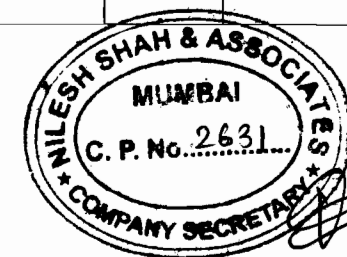
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Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com

Annexure to the Scrutinizer's Report
Consolidated Result of Remote e-voting prior to AGM and e-voting during the AGM:

Reso. No./ Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain / Invalid	
				No. of Members Voting	No. of Votes Cast	% of valid votes *	No. of Members Voting	No. of Votes Cast	% of valid votes *	No. of Members Voting	No. of Votes Cast*
1	To consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2022, together with the Board's and Auditors' Reports thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	243	73685167	99.99%	1	2	0.01%	3	3254394
			E-Voting during the AGM	19	1519199	100%	0	0	0%	0	0
			Total	262	75204366	99.99%	1	2	0.01%	3	3254394
2	To appoint a director in place of Mr. Sandeep Naik (DIN: 02057989), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution	Remote E-Voting prior to AGM	220	72556117	98.43%	25	1157931	1.57%	2	3225515
			E-Voting during the AGM	19	1519199	100%	0	0	0%	0	0
			Total	239	74075316	98.46%	25	1157931	1.54%	2	3225515

* Note: 1. The percentage are rounded off upto two decimal points.
2. There are no invalid votes cast.



Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain / Invalid	
				No. of Members Voting	No. of Votes Cast	% of valid votes *	No. of Members Voting	No. of Votes Cast	% of valid votes *	No. of Members Voting	No. of Votes Cast*
3	To appoint a director in place of Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution	Remote E-Voting prior to AGM	218	72552430	98.42%	27	1161618	1.58%	2	3225515
			E-Voting during the AGM	19	1519199	100%	0	0	0%	0	0
			Total	237	74071629	98.46%	27	1161618	1.54%	2	3225515
4	Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the Company.	Special Resolution	Remote E-Voting prior to AGM	139	67612562	91.72%	106	6101486	8.28%	2	3225515
			E-Voting during the AGM	19	1519199	100%	0	0	0%	0	0
			Total	158	69131761	91.89%	106	6101486	8.11%	2	3225515
5	Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the associate company, subsidiary company or holding company.	Special Resolution	Remote E-Voting prior to AGM	139	67612562	91.72%	106	6101486	8.28%	2	3225515
			E-Voting during the AGM	19	1519199	100%	0	0	0%	0	0
			Total	158	69131761	91.89%	106	6101486	8.11%	2	3225515

* Note: 1. The percentage are rounded off upto two decimal points.
2. There are no invalid votes cast.



01/10/2022