

October 28, 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 Extraordinary General Meeting of the Company held on October 27, 2022

Dear Sir / Madam,

In continuation of our letter dated October 27, 2022, regarding summary of proceedings of the 1st Extraordinary General Meeting of the Financial Year 2022-23 ("**EGM**") of IIFL Wealth Management Limited, held on Thursday, October 27, 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 EGM, with requisite majority and all resolutions were declared as passed on October 27, 2022.

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

In this regard, please find enclosed herewith the following:

1.	Voting Results of the EGM pursuant to Regulation 44(3) of the Listing Regulations.	Annexure-A
2.	Consolidated Scrutinizer's Report dated October 27, 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 EGM.	Annexure-B

The aforesaid results will be available on the website of the Company at www.iiflwealth.com. Further, please note that as required under Regulation 30 of the Listing Regulations, the Notice of EGM, has already been submitted with the Stock Exchanges on October 4, 2022.

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



Kindly take the same on record and oblige.

Thanking you,
For IIFL Wealth Management Limited

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

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www.iiflwealth.com

CIN: L74140MH2008PLC177884

Voting Results of the EGM pursuant to Reg. 44(3) of the Listing Regulations								
Resolution Required : (Special)			1 - Alteration of the Articles of Association 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	20570262	99.8585	20570262	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		20570262	99.8585	20570262	0	100.0000	0.0000
Public Institutions	E-Voting	23177610	21995792	94.9010	16514857	5480935	75.0819	24.9181
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21995792	94.9010	16514857	5480935	75.0819	24.9181
Public Non Institutions	E-Voting	45062564	37161113	82.4656	37161089	24	99.9999	0.0001
	Poll		31	0.0001	31	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37161144	82.4657	37161120	24	99.9999	0.0001
Total		88839578	79727198	89.7429	74246239	5480959	93.1254	6.8746

Resolution Required : (Ordinary)			2 - Approval for entering into proposed retention and profit sharing agreement (the “Retention and Profit Sharing Agreement”) between APAC Company XV Limited (the “APAC”) and Mr. Karan Bhagat and Mr. Yatin Shah (together, the “Beneficiary Promoters”) and for the proposed payments to the Beneficiary Promoters by APAC (or its affiliates or designees) pursuant to the Retention and Profit Sharing Agreement					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	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	23177610	21995792	94.9010	16105040	5890752	73.2187	26.7813
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21995792	94.9010	16105040	5890752	73.2187	26.7813
Public Non Institutions	E-Voting	45062564	37161113	82.4656	37160825	288	99.9992	0.0008
	Poll		31	0.0001	31	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37161144	82.4657	37160856	288	99.9992	0.0008
Total		88839578#	59156936	66.5885	53265896	5891040	90.0417	9.9583

#No. of shares held as on voting cut-off date, i.e. Thursday, October 20, 2022

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
1st Extraordinary General Meeting of financial year 2022-23 of
Members of IIFL Wealth Management Limited
 Held on Thursday, 27th October, 2022, at 4:00 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 1st Extraordinary General Meeting ("**EGM**") of financial year 2022-23 and e-voting process during the EGM 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**") inter-alia including dated April 08, 2020, April 13, 2020, June 15, 2020 and May 05, 2022 (collectively referred as "**MCA Circulars**") and Securities and Exchange Board of India inter-alia including 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 EGM of IIFL Wealth Management Limited (the "**Company**") held on Thursday, 27th October, 2022, at 4:00 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 EGM of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to EGM and e-voting process at the EGM 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 EGM, 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, Extn. 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 30th September, 2022, convening the EGM of the Company through VC / OAVM held on Thursday, 27th October, 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 20th October, 2022, were entitled to vote on the resolutions as set out in the notice of EGM.

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 EGM and e-voting during EGM by the Members of the Company.
2. The remote e-voting prior to EGM period remained open from Saturday, October 22, 2022 (9:00 a.m. IST) till Wednesday, October 26, 2022 (5:00 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 EGM through VC / OAVM and who had not cast their vote earlier.
4. After the closure of remote e-voting at the EGM, 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 EGM, 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 EGM 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 EGM processes is as per annexure enclosed herewith.

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



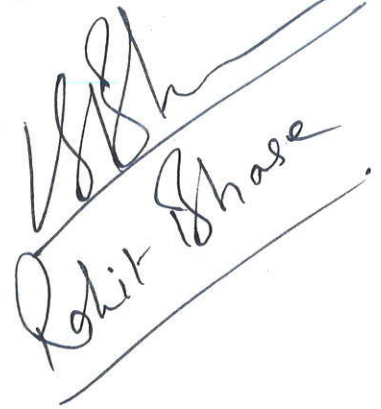
Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631
Peer Review No.: 698 / 2020



UDIN: F004554D001377816

Place: Mumbai
Date: October 27, 2022

Received &
Accepted



Rohit Ghose

211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas
Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
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Annexure to the Scrutinizer's Report
Consolidated Result of Remote e-voting prior to EGM and e-voting during the EGM:

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 cast *	No. of Members Voting	No. of Votes Cast	% of valid votes cast *	No. of Members Voting	No. of Votes*
1	Alteration of the Articles of Association of the Company	Special Resolution	Remote E-Voting prior to EGM	192	74246208	93.13%	93	5480959	6.87%	2	3217353
			E-Voting during the EGM	2	31	100%	0	0	0%	0	0
			Total	194	74246239	93.13%	93	5480959	6.87%	2	3217353
2	Approval for entering into proposed retention and profit sharing agreement (the "Retention and Profit Sharing Agreement") between APAC Company XV Limited (the "APAC") and Mr. Karan Bhagat and Mr. Yatin Shah (together, the "Beneficiary Promoters") and for the proposed payments to the Beneficiary Promoters by APAC (or its affiliates or designees) pursuant to the Retention and Profit Sharing Agreement	Ordinary Resolution	Remote E-Voting prior to EGM	175	53265865	90.04%	94	5891040	9.96%	18	23787615
			E-Voting during the EGM	2	31	100%	0	0	0%	0	0
			Total	177	53265896	90.04%	94	5891040	9.96%	18	23787615

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

