



October 01, 2021

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636 | 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: IIFL |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 — Voting Results and Scrutinizer’s Report of Extra Ordinary General Meeting of IIFL Finance Limited ("the Company")

We wish to inform you that the Extra Ordinary General Meeting (“EOGM”) of the Members of the Company was held on Thursday, September 30, 2021 at 2:00 p.m. through Video Conferencing.

In this regard, we hereby submit the following:

- a) Details of the voting results of the aforesaid EOGM pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on ordinary/ special resolutions specified in the EOGM Notice dated September 06, 2021. The detailed voting results consolidating the results of remote e-voting with the results of e-voting during the EOGM is enclosed.

All the resolutions were passed with the requisite majority by the Members. The details of votes casted by the Members are given in the Annexure.

- b) In term of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated Scrutinizer's Report on the remote e-voting and e-voting during the EOGM is enclosed herewith.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company i.e. www.iifl.com and will also be made available on the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>

Kindly take the same on record and oblige.

Thanking you,
Yours Faithfully,

For IIFL Finance Limited

**Sneha Patwardhan
Company Secretary**

CC: Singapore Exchange Securities Trading Limited 2, Shenton Way, #02-02, SGX Centre 1
Singapore -068 804

IIFL Finance Limited

CIN No.: L67100MH1995PLC093797

Corporate Office – 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

Tel: (91-22) 6788 1000 .Fax: (91-22) 6788 1010

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com

| Sr. No. | Description | Particulars |
|---------|-------------------------------------------------------------------------------|-------------------|
| 1 | Date of EOGM | September 30,2021 |
| 2 | Total no. of shareholders on record date (September 23, 2021) | 46584 |
| 3 | No. of Shareholders attended the meeting through Video Conferencing | |
| | Promoters and Promoter Group | 8 |
| | Public | 70 |
| | Total | 78 |
| 4 | No. of Shareholders present in the meeting either in person or through proxy* | |
| | Promoters and Promoter Group | Not Applicable |
| | Public | |
| | Total | |

* Since this EOGM was held through Video Conferencing, the facility to appoint proxy to attend and cast vote for the members was not available for this EOGM.

The following is the summary of items of business as per the Notice of the EOGM dated September 06, 2021 transacted at the EOGM:

| Item No | Item Description | Resolution Type | Result |
|---------|------------------------------------------------------------------------------------------------------|---------------------|--------------------------------|
| 1. | To revise the term of office of M/s. V Sankar Aiyar & Co as Statutory Auditors of the Company. | Ordinary Resolution | Passed with requisite majority |
| 2. | To appoint M/s. Chhajer & Doshi, Chartered Accountants as a joint Statutory Auditors of the Company. | Ordinary Resolution | Passed with requisite majority |
| 3. | To appoint Mr. Vibhore Sharma (DIN- 03314559), as an Independent Director of the Company. | Special Resolution | Passed with requisite majority |
| 4. | To appoint Mr. Ramakrishnan Subramanian (DIN: 02192747), as an Independent Director of the Company. | Special Resolution | Passed with requisite majority |

IIFL Finance Limited

CIN No.: L67100MH1995PLC093797

Corporate Office – 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

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IIFL Finance Limited

| Resolution Required : (Ordinary) | | 1 - To revise the term of office of M/s. V Sankar Aiyar & Co as Statutory Auditors 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] | $[6]=\{[4]/[2]\} * 100$ |
| Promoter and Promoter Group | E-Voting | 94547490 | 94547490 | 100.0000 | 94547490 | 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 | | 94547490 | 100.0000 | 94547490 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 96373551 | 55763112 | 57.8614 | 55763112 | 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 | | 55763112 | 57.8614 | 55763112 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 188331458 | 145113986 | 77.0524 | 145113346 | 640 | 99.9996 | 0.0004 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 145113986 | 77.0524 | 145113346 | 640 | 99.9996 | 0.0004 |
| Total | | 379252499 | 295424588 | 77.8965 | 295423948 | 640 | 99.9998 | 0.0002 |

Note: E-voting includes remote e-voting and e-voting during the Extra Ordinary General Meeting

IIFL Finance Limited

| Resolution Required : (Ordinary) | | | 2 - To appoint M/s. Chhajed & Doshi, Chartered Accountants as a joint Statutory Auditors 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 | 94547490 | 94547490 | 100.0000 | 94547490 | 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 | | 94547490 | 100.0000 | 94547490 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 96373551 | 55763112 | 57.8614 | 55745532 | 17580 | 99.9685 | 0.0315 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 55763112 | 57.8614 | 55745532 | 17580 | 99.9685 | 0.0315 |
| Public Non Institutions | E-Voting | 188331458 | 145113986 | 77.0524 | 145113361 | 625 | 99.9996 | 0.0004 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 145113986 | 77.0524 | 145113361 | 625 | 99.9996 | 0.0004 |
| Total | | 379252499 | 295424588 | 77.8965 | 295406383 | 18205 | 99.9938 | 0.0062 |

Note: E-voting includes remote e-voting and e-voting during the Extra Ordinary General Meeting

IIFL Finance Limited

| Resolution Required : (Special) | | | 3 - To appoint Mr. Vibhore Sharma (DIN:03314559), as an Independent Director 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 | 94547490 | 94547490 | 100.0000 | 94547490 | 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 | | 94547490 | 100.0000 | 94547490 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 96373551 | 55763112 | 57.8614 | 55763112 | 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 | | 55763112 | 57.8614 | 55763112 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 188331458 | 145113986 | 77.0524 | 145113846 | 140 | 99.9999 | 0.0001 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 145113986 | 77.0524 | 145113846 | 140 | 99.9999 | 0.0001 |
| Total | | 379252499 | 295424588 | 77.8965 | 295424448 | 140 | 100.0000 | 0.0000 |

Note: E-voting includes remote e-voting and e-voting during the Extra Ordinary General Meeting

IIFL Finance Limited

| Resolution Required : (Special) | | | 4 - To appoint Mr. Ramakrishnan Subramanian (DIN:02192747), as an Independent Director 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 | 94547490 | 94547490 | 100.0000 | 94547490 | 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 | | 94547490 | 100.0000 | 94547490 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 96373551 | 55763112 | 57.8614 | 55763112 | 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 | | 55763112 | 57.8614 | 55763112 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 188331458 | 145113936 | 77.0524 | 145113561 | 375 | 99.9997 | 0.0003 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 145113936 | 77.0524 | 145113561 | 375 | 99.9997 | 0.0003 |
| Total | | 379252499 | 295424538 | 77.8965 | 295424163 | 375 | 99.9999 | 0.0001 |

Note: E-voting includes remote e-voting and e-voting during the Extra Ordinary General Meeting

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

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 Chairperson of
Extra Ordinary General Meeting of
Shareholders of IIFL Finance Limited**
Held on Thursday, 30th September, 2021
Through Video Conferencing / Other Audio Visual means

Dear Sir,

We, 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 Extra Ordinary General Meeting (EOGM) and e-voting process during the EOGM 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 Circulars issued by Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (collectively referred as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, (collectively referred as "SEBI Circulars") in respect of attached resolutions proposed at the EOGM of IIFL Finance Limited held on Thursday, September 30, 2021 at 02.00 P.M. 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 relating to voting through electronic means on the resolutions contained in the notice of the EOGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to EOGM and e-voting process at the EOGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of EOGM, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

As informed to us by the Management, the notice dated September 06, 2021 convening the EOGM of the Company through VC/OAVM held on September 30, 2021 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 September 23, 2021 were entitled to vote on the resolutions as set out in the notice of said EOGM.

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

1. The Company had availed the e-voting facility offered by Link Intime India Private Limited for conducting remote e-voting prior to EOGM and e-voting during the EOGM by the Members of the Company.
2. The remote e-voting prior to EOGM period remained open from Saturday, September 25, 2021 (09.00 a.m.) till Wednesday, September 29, 2021 (05.00 p.m.) and Link Intime India Private Limited e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility to the Members present / logged-in at the EOGM through VC and who had not cast their vote earlier.
4. After the closure of e-voting during the EOGM, we have unblocked the electronic votes for both 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 both remote e-voting and e-voting during the EOGM processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the EOGM has been recorded in the separate registers maintained for the purpose.
7. The consolidated result of the voting through both remote e-voting and e-voting during the EOGM is as per annexure attached herewith.



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____


Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

**For Nilesh Shah & Associates
Practicing Company Secretaries**


01.10.2021

Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631
UDIN: F004554C001065451



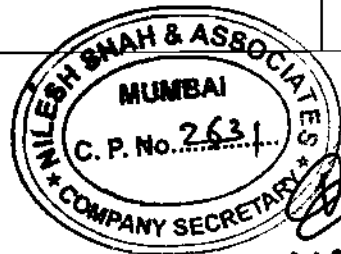
Place: Mumbai
Date: 01 October, 2021

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

| Reso. 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 revise the term of office of M/s. V Sankar Aiyar & Co., as Statutory Auditors of the Company. | Ordinary Resolution | Remote E-Voting prior to EGM | 217 | 295296888 | 99.99% | 04 | 640 | 0.01% | 02 | 18261414 |
| | | | E-Voting during the EGM | 03 | 127060 | 100% | 00 | 00 | 00 | 00 | 00 |
| | | | Total | 220 | 295423948 | 99.99% | 04 | 640 | 0.01% | 02 | 18261414 |
| 2 | To appoint M/s. Chhajed & Doshi, Chartered Accountants as a joint Statutory Auditors of the Company. | Ordinary Resolution | Remote E-Voting prior to EGM | 217 | 295279323 | 99.99% | 04 | 18205 | 0.01% | 02 | 18261414 |
| | | | E-Voting during the EGM | 03 | 127060 | 100% | 00 | 00 | 00 | 00 | 00 |
| | | | Total | 220 | 295406383 | 99.99% | 04 | 18205 | 0.01% | 02 | 18261414 |



| Reso. 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 Mr. Vibhore Sharma (DIN- 03314559), as an Independent Director of the Company. | Special Resolution | Remote E-Voting prior to EGM | 218 | 295297388 | 99.99% | 03 | 140 | 0.01% | 02 | 18261414 |
| | | | E-Voting during the EGM | 03 | 127060 | 100% | 00 | 00 | 00 | 00 | 00 |
| | | | Total | 221 | 295424448 | 99.99% | 03 | 140 | 0.01% | 02 | 18261414 |
| 4 | To Appoint Mr. Ramakrishnan Subramanian (DIN: 02192747), as an Independent Director of the Company. | Special Resolution | Remote E-Voting prior to EGM | 218 | 295297103 | 99.99% | 02 | 375 | 0.01% | 03 | 18261464 |
| | | | E-Voting during the EGM | 03 | 127060 | 100% | 00 | 00 | 00 | 00 | 00 |
| | | | Total | 221 | 295424163 | 99.99% | 02 | 375 | 0.01% | 03 | 18261464 |



Nilesh Shah