

September 30, 2019

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636</b>	<b>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</b>
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Dear Sir/Madam,

**Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 24<sup>th</sup> Annual General Meeting of IIFL Finance Limited (Formerly Known as IIFL Holdings Limited) (“the Company”).**

We wish to inform you that the 24<sup>th</sup> Annual General Meeting (“AGM”) of the Shareholders of the Company was held on Monday, September 30, 2019, at 10.00 a.m., at Hall of Harmony, Ground Floor, Discovery of India, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

In this regard, we hereby submit the following:

- a. Details of the voting results of the aforesaid AGM 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 AGM Notice dated September 03, 2019. The detailed voting results consolidating the results of remote e-voting with the results of voting conducted through poll at the AGM is enclosed.

All the resolutions were passed with the requisite majority by the Shareholders. The details of votes cast by the shareholders are given in the Annexure. The same shall be treated as compliance with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015.

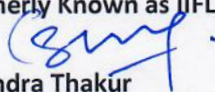
- b. In term of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated scrutinizer’s Report on the remote E-voting and voting conducted through Poll is enclosed herewith.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at [www.iifl.com](http://www.iifl.com) and will also be made available on the website of Central Depository Services (India) Limited.

Please take the same on records and acknowledge.

Thanking you,  
Yours faithfully,

For IIFL Finance Limited  
(Formerly Known as IIFL Holdings Limited)

  
Gajendra Thakur  
Company Secretary  
Email: [csteam@iifl.com](mailto:csteam@iifl.com)



IIFL Finance Limited (formerly known as IIFL Holdings Limited)  
CIN No.: L67100MH1995PLC093797

Corporate Office – 802, 8<sup>th</sup> 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, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel:  
(91-22) 25806650. Fax: (91-22) 25806654 E-mail: [csteam@iifl.com](mailto:csteam@iifl.com) Website: [www.iifl.com](http://www.iifl.com)

Sr. No.	Description	Particulars
1	Date of AGM	September 30, 2019
2	Total no. of shareholders on record date ( September 23, 2019)	40,690
3	No. of Shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	8
	Public	66
	<b>Total</b>	<b>74</b>
4	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	Not Applicable
	Public	
	<b>Total</b>	




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(91-22) 25806650. Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com

**IIFL Finance Limited**

Resolution Required : (Ordinary)		1 - To Consider and adopt: (a) audited standalone financial statement(s) of the Company for financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon (b) audited consolidated financial statement(s) of the Company for financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors 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	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30505803	38.1674	30505803	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
	<b>Total</b>		<b>30505803</b>	<b>38.1674</b>	<b>30505803</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>225928061</b>	<b>70.7718</b>	<b>225927977</b>	<b>84</b>	<b>100.0000</b>	<b>0.0000</b>



## IIFL Finance Limited

Resolution Required : (Ordinary)		2 - Re-appointment of Mr. Chandran Ratnaswami (DIN: 00109215) as Director who retires by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	28243616	2638550	91.4561	8.5439
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>28243616</b>	<b>2638550</b>	<b>91.4561</b>	<b>8.5439</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226304424</b>	<b>70.8897</b>	<b>223665790</b>	<b>2638634</b>	<b>98.8340</b>	<b>1.1660</b>



## IIFL Finance Limited

Resolution Required : (Special)		3 - To approve an offer or invitation to subscribe to Non-Convertible Debentures on private placement basis						
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	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	30565378	316788	98.9742	1.0258
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>30565378</b>	<b>316788</b>	<b>98.9742</b>	<b>1.0258</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226304424</b>	<b>70.8897</b>	<b>225987552</b>	<b>316872</b>	<b>99.8600</b>	<b>0.1400</b>



## IIFL Finance Limited

Resolution Required : (Special)		4 - To approve the borrowing limits of the Company and creation of charge/security with respect to borrowing						
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	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	30565378	316788	98.9742	1.0258
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>30565378</b>	<b>316788</b>	<b>98.9742</b>	<b>1.0258</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226304424</b>	<b>70.8897</b>	<b>225987552</b>	<b>316872</b>	<b>99.8600</b>	<b>0.1400</b>



**IIFL Finance Limited**

Resolution Required : (Special)

5 - Re-appointment of Mr. Nilesh Vikamsey (DIN: 00031213) 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
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	14533909	16348257	47.0625	52.9375
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>14533909</b>	<b>16348257</b>	<b>47.0625</b>	<b>52.9375</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22785901	15.5379	22785901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102595826</b>	<b>69.9611</b>	<b>102595742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226139424</b>	<b>70.8380</b>	<b>209791083</b>	<b>16348341</b>	<b>92.7707</b>	<b>7.2293</b>



**IIFL Finance Limited**

Resolution Required : (Special)			6 - Re-appointment of Mr. Arun Kumar Purwar (DIN: 00026383) 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	92661432	0	0.0000	0	0	0.0000	0.0000	
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting	79926243	30882166	38.6383	30301101	581065	98.1184	1.8816	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>30301101</b>	<b>581065</b>	<b>98.1184</b>	<b>1.8816</b>	
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001	
	Poll		22855901	15.5857	22855901	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>102665826</b>	<b>70.0089</b>	<b>102665742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>	
<b>Total</b>		<b>319234462</b>	<b>226209424</b>	<b>70.8600</b>	<b>225628275</b>	<b>581149</b>	<b>99.7431</b>	<b>0.2569</b>	





## IIFL Finance Limited

Resolution Required : (Special)

7 - Re-appointment of Mr. Nirmal Jain (DIN: 00010535) as a Whole-time 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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		20184432	21.7830	20184432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20184432</b>	<b>21.7830</b>	<b>20184432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	30882166	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
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>30882166</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		20625777	14.0649	20625777	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>100435702</b>	<b>68.4881</b>	<b>100435618</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>151502300</b>	<b>47.4580</b>	<b>151502216</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>



**IIFL Finance Limited**

Resolution Required : (Ordinary)		8 - Re-appointment of Mr. Venkataraman Rajamani (DIN: 00011919) as a Managing 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	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		68477000	73.9002	68477000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68477000</b>	<b>73.9002</b>	<b>68477000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	29273640	1608526	94.7914	5.2086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>29273640</b>	<b>1608526</b>	<b>94.7914</b>	<b>5.2086</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>202119992</b>	<b>63.3140</b>	<b>200511382</b>	<b>1608610</b>	<b>99.2041</b>	<b>0.7959</b>



**IIFL Finance Limited**

Resolution Required : (Ordinary)

9 - Appointment of Mr. Nagarajan Srinivasan (DIN: 01480303) as a Non- Executive 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
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	11012229	19869937	35.6589	64.3411
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>11012229</b>	<b>19869937</b>	<b>35.6589</b>	<b>64.3411</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226304424</b>	<b>70.8897</b>	<b>206434403</b>	<b>19870021</b>	<b>91.2198</b>	<b>8.7802</b>



**IIFL Finance Limited**

Resolution Required : (Special)

10 - Appointment of Mr. Vijay Kumar Chopra (DIN: 02103940) 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 [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	30281902	600264	98.0563	1.9437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>30281902</b>	<b>600264</b>	<b>98.0563</b>	<b>1.9437</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226304424</b>	<b>70.8897</b>	<b>225704076</b>	<b>600348</b>	<b>99.7347</b>	<b>0.2653</b>



**IIFL Finance Limited**

Resolution Required : (Special)

11 - Re-appointment of Ms. Geeta Mathur (DIN: 02139552) 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 [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll		92661432	100.0000	92661432	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92661432</b>	<b>100.0000</b>	<b>92661432</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	12850727	18031439	41.6121	58.3879
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>12850727</b>	<b>18031439</b>	<b>41.6121</b>	<b>58.3879</b>
Public Non Institutions	E-Voting	146646787	79809925	54.4232	79809841	84	99.9999	0.0001
	Poll		22950901	15.6505	22950901	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>102760826</b>	<b>70.0737</b>	<b>102760742</b>	<b>84</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>319234462</b>	<b>226304424</b>	<b>70.8897</b>	<b>208272901</b>	<b>18031523</b>	<b>92.0322</b>	<b>7.9678</b>



## IIFL Finance Limited

Resolution Required : (Ordinary)

12 - To approve material related party transactions with Samasta Microfinance Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	12908568	17973598	41.7994	58.2006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>12908568</b>	<b>17973598</b>	<b>41.7994</b>	<b>58.2006</b>
Public Non Institutions	E-Voting	146646787	1310	0.0009	1226	84	93.5878	6.4122
	Poll		17623858	12.0179	17623858	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17625168</b>	<b>12.0188</b>	<b>17625084</b>	<b>84</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>319234462</b>	<b>48507334</b>	<b>15.1949</b>	<b>30533652</b>	<b>17973682</b>	<b>62.9465</b>	<b>37.0535</b>



IIFL Finance Limited								
Resolution Required : (Ordinary)			13 - To approve material related party transactions with IIFL Facilities Services Limited					
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	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	12908568	17973598	41.7994	58.2006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>12908568</b>	<b>17973598</b>	<b>41.7994</b>	<b>58.2006</b>
Public Non Institutions	E-Voting	146646787	1310	0.0009	1226	84	93.5878	6.4122
	Poll		17623858	12.0179	17623858	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17625168</b>	<b>12.0188</b>	<b>17625084</b>	<b>84</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>319234462</b>	<b>48507334</b>	<b>15.1949</b>	<b>30533652</b>	<b>17973682</b>	<b>62.9465</b>	<b>37.0535</b>



## IIFL Finance Limited

Resolution Required : (Ordinary)		14 - To approve material related party transactions with IIFL Management Services Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held [1]	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
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	12908568	17973598	41.7994	58.2006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>12908568</b>	<b>17973598</b>	<b>41.7994</b>	<b>58.2006</b>
Public Non Institutions	E-Voting	146646787	1310	0.0009	1226	84	93.5878	6.4122
	Poll		17623858	12.0179	17623858	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17625168</b>	<b>12.0188</b>	<b>17625084</b>	<b>84</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>319234462</b>	<b>48507334</b>	<b>15.1949</b>	<b>30533652</b>	<b>17973682</b>	<b>62.9465</b>	<b>37.0535</b>





## IIFL Finance Limited

Resolution Required : (Ordinary)

15 - To approve material related party transactions with IIFL Securities Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92661432	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	79926243	30882166	38.6383	12908568	17973598	41.7994	58.2006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30882166</b>	<b>38.6383</b>	<b>12908568</b>	<b>17973598</b>	<b>41.7994</b>	<b>58.2006</b>
Public Non Institutions	E-Voting	146646787	1310	0.0009	1226	84	93.5878	6.4122
	Poll		17623858	12.0179	17623858	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17625168</b>	<b>12.0188</b>	<b>17625084</b>	<b>84</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>319234462</b>	<b>48507334</b>	<b>15.1949</b>	<b>30533652</b>	<b>17973682</b>	<b>62.9465</b>	<b>37.0535</b>



# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

**Form No. MGT-13**

**Report of Scrutinizer (Consolidated)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman of  
24<sup>th</sup> Annual General Meeting of  
Shareholders of IIFL Finance Limited  
(Formerly known as IIFL Holdings Limited)**  
Held on Monday, 30<sup>th</sup> September, 2019 at Hall of Harmony,  
Nehru Centre, Dr. Annie Besant Road, Worli,  
Mumbai - 400 018

Sir,

We, Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, (Membership No. FCS - 4554) were appointed as the Scrutinizer for the purpose of the poll taken on the resolutions (including remote e-voting) as per the Annexure attached at the Twenty Fourth Annual General Meeting of the Equity Shareholders of IIFL Finance Limited (Formerly known as IIFL Holdings Limited) held on Monday, September 30, 2019 at 10:00 A. M. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, facility to casting vote through electronic means (Insta Voting) was provided by the Company in facilitation with the Registrar and Share Transfer Agent in my presence.
2. The process of voting through electronic means i.e. poll (through Insta Vote Tab Voting) was carried out in my presence along with presence of two witnesses viz. Mr. Gaurav Naik and Mr. Siddharth Mota, both are not in employment of the company and the summary of voting were reconciled with the records maintained by the Company / Registrar and Share Transfer Agent of the Company and the authorizations / Proxies lodged with the Company.
3. The poll (through Insta Vote Tab Voting) which were casted incomplete and/or which were otherwise found defective have been treated as invalid.
4. The result of the poll i.e. voting through electronic means at the Annual General Meeting (including voting through remote e-voting) is as per annexure attached herewith.



211-B (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

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.  
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref.: \_\_\_\_\_

5. The list of equity shareholders who voted 'for' or 'against' and those who abstained from voting for each resolution is enclosed.
6. The relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

**Note:** Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting [i.e. Remote E-voting and through Poll (through Insta Vote Tab Voting) at AGM] casted by the shareholders.

### 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



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



Place: Mumbai

Date: 30/09/2019

UDIN: F004554A000019074

**Annexure to the Scrutinizer's Report**

**Result of Voting (through remote e-voting and through electronic means at AGM / Poll):**

Sr. No.	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	1 (a)	To consider and adopt: the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2019, together with the reports of the Board of Directors and Auditors thereon; and	Ordinary Resolution	Remote E-Voting	91	110315644	99.99	1	84	0.01	2	5209193
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>165</b>	<b>225927977</b>	<b>99.99</b>	<b>1</b>	<b>84</b>	<b>0.01</b>	<b>2</b>	<b>5209193</b>
2	2	To re-appoint Mr. Chandran Ratnaswami(DIN:00109215) as Director who retires by rotation	Ordinary Resolution	Remote E-Voting	77	108053457	97.62	16	2638634	2.38	1	4832830
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>151</b>	<b>223665790</b>	<b>98.83</b>	<b>16</b>	<b>2638634</b>	<b>1.17</b>	<b>1</b>	<b>4832830</b>



Sr. No.	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	3	To approve an offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special Resolution	Remote E-Voting	84	110375219	99.71	9	316872	0.29	1	4832830
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>158</b>	<b>225987552</b>	<b>99.86</b>	<b>9</b>	<b>316872</b>	<b>0.14</b>	<b>1</b>	<b>4832830</b>
4	4	To approve the borrowing limits of the Company and creation of charge/security with respect to borrowing	Special Resolution	Remote E-Voting	84	110375219	99.71	9	316872	0.29	1	4832830
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>158</b>	<b>225987552</b>	<b>99.86</b>	<b>9</b>	<b>316872</b>	<b>0.14</b>	<b>1</b>	<b>4832830</b>
5	5	To re-appoint Mr. Nilesh Vikamsey (DIN: 00031213) as an Independent Director of the Company	Special Resolution	Remote E-Voting	34	94343750	85.23	59	16348341	14.77	1	4832830
				Voting at AGM through Electronic means/Poll	73	115447333	100	0	0	0	1	165000
				<b>Total</b>	<b>107</b>	<b>209791083</b>	<b>92.77</b>	<b>59</b>	<b>16348341</b>	<b>7.23</b>	<b>2</b>	<b>4997830</b>



Sr. No.	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
6	6	To re-appoint Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company	Special Resolution	Remote E-Voting	86	110110942	99.47	7	581149	0.53	1	4832830
				Voting at AGM through Electronic means/Poll	73	115517333	100	0	0	0	1	95000
				<b>Total</b>	<b>159</b>	<b>225628275</b>	<b>99.74</b>	<b>7</b>	<b>581149</b>	<b>0.26</b>	<b>2</b>	<b>4927830</b>
7	7	To re-appoint Mr. Nirmal Jain (DIN: 00010535) as a Whole-time Director of the Company	Special Resolution	Remote E-Voting	92	110692007	99.99	1	84	0.01	1	4832830
				Voting at AGM through Electronic means/Poll	64	40810209	100	0	0	0	10	74802124
				<b>Total</b>	<b>156</b>	<b>151502216</b>	<b>99.99</b>	<b>1</b>	<b>84</b>	<b>0.01</b>	<b>11</b>	<b>79634954</b>



Sr. No.	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
8	8	To re-appoint Mr. Venkataraman Rajamani (DIN: 00011919) as a Managing Director of the Company	Ordinary Resolution	Remote E-Voting	90	109083481	98.55	3	1608610	1.45	1	4832830
				Voting at AGM through Electronic means/Poll	67	91427901	100	0	0	0	7	24184432
				<b>Total</b>	<b>157</b>	<b>200511382</b>	<b>99.20</b>	<b>3</b>	<b>1608610</b>	<b>0.80</b>	<b>8</b>	<b>29017262</b>
9	9	To appoint Mr. Nagarajan Srinivasan (DIN: 01480303) as a Non- Executive Director of the Company	Ordinary Resolution	Remote E-Voting	32	90822070	82.05	61	19870021	17.95	1	4832830
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>106</b>	<b>206434403</b>	<b>91.22</b>	<b>61</b>	<b>19870021</b>	<b>8.78</b>	<b>1</b>	<b>4832830</b>
10	10	To Appoint Mr. Vijay Kumar Chopra (DIN: 02103940) as an Independent Director of the Company	Special Resolution	Remote E-Voting	84	110091743	99.46	9	600348	0.54	1	4832830
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>158</b>	<b>225704076</b>	<b>99.73</b>	<b>9</b>	<b>600348</b>	<b>0.27</b>	<b>1</b>	<b>4832830</b>



Sr. No.	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
11	11	To re-appoint Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company	Special Resolution	Remote E-Voting	34	92660568	83.71	59	18031523	16.29	1	4832830
				Voting at AGM through Electronic means/Poll	74	115612333	100	0	0	0	0	0
				<b>Total</b>	<b>108</b>	<b>208272901</b>	<b>92.03</b>	<b>59</b>	<b>18031523</b>	<b>7.97</b>	<b>1</b>	<b>4832830</b>
12	12	To approve material related party transactions with Samasta Microfinance Limited	Ordinary Resolution	Remote E-Voting	32	12909794	41.80	60	17973682	58.19	1	84641445
				Voting at AGM through Electronic means/Poll	54	17623858	100	0	0	0	20	97988475
				<b>Total</b>	<b>86</b>	<b>30533652</b>	<b>62.95</b>	<b>60</b>	<b>17973682</b>	<b>37.05</b>	<b>21</b>	<b>182629920</b>





Sr. No.	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
13	13	To approve material related party transactions with IIFL Facilities Services Limited	Ordinary Resolution	Remote E-Voting	32	12909794	41.80	60	17973682	58.20	1	84641445
				Voting at AGM through Electronic means/Poll	54	17623858	100	0	0	0	20	97988475
				<b>Total</b>	<b>86</b>	<b>30533652</b>	<b>62.95</b>	<b>60</b>	<b>17973682</b>	<b>37.05</b>	<b>21</b>	<b>182629920</b>
14	14	To approve material related party transactions with IIFL Management Services Limited	Ordinary Resolution	Remote E-Voting	32	12909794	41.80	60	17973682	58.20	1	84641445
				Voting at AGM through Electronic means/Poll	54	17623858	100	0	0	0	20	97988475
				<b>Total</b>	<b>86</b>	<b>30533652</b>	<b>62.95</b>	<b>60</b>	<b>17973682</b>	<b>37.05</b>	<b>21</b>	<b>182629920</b>



Sr. No.	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
15	15	To approve material related party transactions with IIFL Securities Limited	Ordinary Resolution	Remote E-Voting	32	12909794	41.80	60	17973682	58.20	1	84641445
				Voting at AGM through Electronic means/Poll	54	17623858	100	0	0	0	20	97988475
				<b>Total</b>	<b>86</b>	<b>30533652</b>	<b>62.95</b>	<b>60</b>	<b>17973682</b>	<b>37.05</b>	<b>21</b>	<b>182629920</b>



*[Handwritten Signature]*  
30/09/2018