

December 05, 2023

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636	The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL
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Subject: Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Outcome of Postal Ballot and submission of Remote E-voting results of Postal Ballot along with the Scrutinizer’s Report

This is with the reference to our earlier intimation dated November 03, 2023 regarding submission of the Postal Ballot Notice (“Notice”) dated October 26, 2023 along with the Explanatory Statement for seeking the approval of Members of IIFL Finance Limited (“the Company”), by means of postal ballot only by way of Remote E-voting process (“Remote E-voting”), on special businesses as set out below:

Sr. No.	Particulars	Type of Resolution
1.	To raise capital by way of a qualified institutions placement to eligible investors through an issuance of securities.	Special Resolution
2.	To appoint Mr. T S Ramakrishnan (DIN: 09515616), as a Non-Executive (Nominee) Director of the Company.	Ordinary Resolution

In this regard and based on the Scrutinizer’s Report dated December 05, 2023, we wish to inform you that the aforesaid resolutions have been passed by Members of the Company with the requisite majority and are deemed to have been passed on December 05, 2023 (the last day of Remote E-voting).

Accordingly, we hereby submit the following:

- a) Details of the Voting Results of Postal Ballot pursuant to the Regulation 44(3) of the Listing Regulations, on ordinary/special resolutions specified in the Notice dated October 26, 2023; and
- b) Scrutinizer's Report on the Remote E-voting.

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



The Voting Results of Postal Ballot along with the Scrutinizer's Report are 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,

For IIFL Finance Limited

Rupal Jain
Company Secretary & Compliance Officer
Email Id: csteam@iifl.com
Place: Mumbai

Encl: as above

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Sr. No.	Description	Particulars
1	Name of the Company	IIFL Finance Limited
2	Date of the AGM/EGM	Not Applicable (Since the resolutions outlined in the Notice dated October 26, 2023, are deemed to have been passed through Postal Ballot as on December 05, 2023. (the last day of Remote E-voting)
3	Total number of shareholders on Record Date (November 01, 2023)	72,158
4	No. of Shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group	Not Applicable
	Public	
	Total	
5	No. of Shareholders attended the meeting through Video Conferencing:	
	Promoters and Promoter Group	Not Applicable
	Public	
	Total	

The following is the summary of items of special businesses as per the Notice dated October 26, 2023 transacted by means of postal ballot only by way of Remote E-voting:

Item No	Item Description	Resolution Type	Result
1.	To raise capital by way of a qualified institutions placement to eligible investors through an issuance of securities.	Special Resolution	Passed with requisite majority
2.	To appoint Mr. T S Ramakrishnan (DIN: 09515616), as a Non-Executive (Nominee) Director of the Company.	Ordinary Resolution	Passed with requisite majority

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IIFL Finance Limited								
Resolution Required :Special			1 - To raise capital by way of a qualified institutions placement to eligible investors through an issuance of securities					
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	136237398	98643938	72.4059	98340695	303243	99.6926	0.3074
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98643938	72.4059	98340695	303243	99.6926	0.3074
Public Non Institutions	E-Voting	150350441	103161029	68.6137	103160456	573	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		103161029	68.6137	103160456	573	99.9994	0.0006
Total		381135329	296352457	77.7552	296048641	303816	99.8975	0.1025

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IIFL Finance Limited								
Resolution Required :Ordinary			2 - To Appoint Mr. T S Ramakrishnan (DIN:09515616), as a Non-Executive (Nominee) 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	136237398	98643938	72.4059	96611798	2032140	97.9399	2.0601
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98643938	72.4059	96611798	2032140	97.9399	2.0601
Public Non Institutions	E-Voting	150350441	103161029	68.6137	103160360	669	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		103161029	68.6137	103160360	669	99.9994	0.0006
Total		381135329	296352457	77.7552	294319648	2032809	99.3141	0.6859

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NILESH SHAH & ASSOCIATES

Company Secretaries

Report of Scrutinizer

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
IIFL Finance 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 on Postal Ballot Voting / Remote E-Voting Process.

The Board of Directors of **IIFL Finance Limited** ("the Company") vide its Resolution passed by Circulation on October 26, 2023, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders' of the Company for the following resolutions as set out in the Postal Ballot Notice ("Notice") dated October 26, 2023:

1. To raise capital by way of a qualified institutions placement to eligible investors through an issuance of securities.
2. To appoint Mr. T S Ramakrishnan (DIN: 09515616), as a Non-Executive (Nominee) Director of the Company.

The Company has provided the facility of voting through electronic means only (i.e. remote e-voting) as required under the provisions of Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular



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

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No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 10/2021 dated June 23, 2021, MCA General Circular No. 20/2021 dated December 8, 2021, MCA General Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (the "MCA Circulars") (collectively referred as 'MCA Circulars') read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, Nilesh Shah & Associates, Practicing Company Secretary represented by Mr. Nilesh G. Shah (Membership No. FCS 4554), Partner have been appointed as a Scrutinizer by the Company for the purpose of the conducting the postal ballot voting process via remote e-voting only in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matter as required under the above stated provisions of the Companies Act, 2013.

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 postal ballot via remote e-voting means on the resolution contained in the Notice. Our responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of voting through postal ballot (remote e-voting), containing summary of the votes cast "in favour" or "against" the resolution as stated above, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited ("Link Intime"), the authorized agency to provide e-voting facilities, engaged by the Company.

The Notice dated October 26, 2023 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form only i.e. by email to all Shareholders/Beneficiaries whose Names appears on the Register of Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars.



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For avoidance of any doubt meaning of 'Postal Ballot' denotes only 'remote e-voting' for the purpose of these resolutions.

The Shareholders of the Company holding shares as on the cut-off date of November 01, 2023 were entitled to vote on the resolution as set out in the Notice.

In this regard, we submit our report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process by remote e-voting only on the platform provided by Link Intime.
2. The Company had followed the process as required under Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars in respect of providing voting facility through postal ballot via electronic means.
3. The Postal Ballot voting (remote e-voting) period was from Monday, November 06, 2023 at 9:00 A.M. up to Tuesday, December 05, 2023 at 5:00 P.M. and the e-voting module was disabled for voting thereafter.
4. At the end of the e-voting period, we have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
5. The details containing a list of shareholders who voted 'for' or 'against' the resolution were downloaded from the e-voting website of Link Intime.
6. We have scrutinized the votes cast through electronic means for the purpose of this report.
7. The particulars of all the electronic votes cast by the Shareholders through e-voting process have been recorded in a register separately maintained for the purpose.



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8. A summary of the votes cast through remote e-voting by Shareholders of the Company is as per Annexures Attached:

Recommendation:

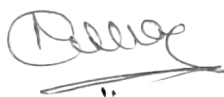
In view of the voting results as contained in the Annexures, the resolutions may be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking you,

Yours truly,

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

**Countersigned
For IIFL Finance Limited**

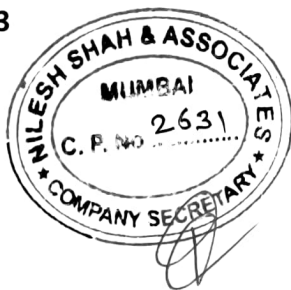


**Nilesh G. Shah
Partner
Membership No.: FCS 4554
CP No. 2631**

**Rupal Jain
Company Secretary and
Compliance Officer
ACS No. 38366**

UDIN: F004554E002846701

**Place: Mumbai
Date: 05.12.2023**



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Annexure I to Report of Scrutinizer

Resolution No. 1 (Special Resolution): To raise capital by way of a qualified institutions placement to eligible investors through an issuance of securities

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	355	296048641	99.90

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	20	303816	0.10

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes cast by them
Voting Through Electronic Means	3	2599



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Company Secretaries

Resolution No. 2 (Ordinary Resolution): To appoint Mr. T S Ramakrishnan (DIN: 09515616), as a Non-Executive (Nominee) Director of the Company

(i) **Voted in favour of the resolution:**

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	329	294319648	99.31

(ii) **Voted against the resolution:**

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	47	2032809	0.69

(iii) **Invalid / Abstain Votes:**

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes cast by them
Voting Through Electronic Means	3	2599



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