

June 11, 2024

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

Dear Sir/Madam,

This is with the reference to our earlier intimation dated May 09, 2024, regarding submission of the Postal Ballot Notice (“Notice”) dated May 01, 2024, along with the Explanatory Statement for seeking the approval of Members of IIFL Finance Limited (the “Company”), by means of postal ballot 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 appoint Mr. Nihar Niranjana Jambusaria (DIN: 01808733) as a Non-Executive Independent Director of the Company	Special Resolution
2.	To appoint Mr. Bijou Kurien (DIN: 01802995) as a Non-Executive Independent Director of the Company	Special Resolution
3.	To appoint Mr. Arun Kumar Purwar (DIN: 00026383) as a Non-Executive Non-Independent Director of the Company	Special Resolution
4.	To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Non-Independent Director of the Company	Ordinary Resolution

In this regard and based on the Scrutinizer’s Report dated June 11, 2024, 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 June 10, 2024 (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 and special resolutions specified in the Notice dated May 01, 2024; 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**

Mauli Agarwal
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 May 01, 2024, are deemed to have been passed through Postal Ballot as on June 10, 2024)
3	Total number of shareholders on Record Date (May 03, 2024)	1,58,617
4	No. of Shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group	Not Applicable
	Public	
5	No. of Shareholders attended the meeting through Video Conferencing:	
	Promoters and Promoter Group	Not Applicable
	Public	

The following is the summary of items of special businesses as per the Notice dated May 01, 2024, transacted by means of postal ballot by way of Remote E-voting:

Item No.	Item Description	Resolution Type	Result
1.	To appoint Mr. Nihar Niranjan Jambusaria (DIN: 01808733) as a Non-Executive Independent Director of the Company	Special Resolution	Passed with requisite majority
2.	To appoint Mr. Bijou Kurien (DIN: 01802995) as a Non-Executive Independent Director of the Company	Special Resolution	Passed with requisite majority
3.	To appoint Mr. Arun Kumar Purwar (DIN: 00026383) as a Non-Executive Non-Independent Director of the Company	Special Resolution	Passed with requisite majority
4.	To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Non-Independent Director of the Company	Ordinary Resolution	Passed with requisite majority

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IIFL Finance Limited								
Resolution Required: Special			1 - To appoint Mr. Nihar Niranjana Jambusaria (DIN: 01808733) as a Non-Executive 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	94347490	99.7885	94347490	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		94347490	99.7885	94347490	0	100.0000	0.0000
Public Institutions	E-Voting	144148747	106974734	74.2114	90811427	16163307	84.8905	15.1095
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		106974734	74.2114	90811427	16163307	84.8905	15.1095
Public Non Institutions	E-Voting	142912581	76981045	53.8658	76977809	3236	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		76981045	53.8658	76977809	3236	99.9958	0.0042
Total		381608818	278303269	72.9289	262136726	16166543	94.1910	5.8090

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IIFL Finance Limited								
Resolution Required: Special			2 - To appoint Mr. Bijou Kurien (DIN: 01802995) as a Non-Executive 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	94347490	99.7885	94347490	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		94347490	99.7885	94347490	0	100.0000	0.0000
Public Institutions	E-Voting	144148747	106974734	74.2114	106953808	20926	99.9804	0.0196
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		106974734	74.2114	106953808	20926	99.9804	0.0196
Public Non Institutions	E-Voting	142912581	76981048	53.8658	76977834	3214	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		76981048	53.8658	76977834	3214	99.9958	0.0042
Total		381608818	278303272	72.9289	278279132	24140	99.9913	0.0087

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IIFL Finance Limited								
Resolution Required: Special			3 - To appoint Mr. Arun Kumar Purwar (DIN: 00026383) as a Non-Executive Non-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	94347490	99.7885	94347490	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		94347490	99.7885	94347490	0	100.0000	0.0000
Public Institutions	E-Voting	144148747	106974734	74.2114	102876322	4098412	96.1688	3.8312
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		106974734	74.2114	102876322	4098412	96.1688	3.8312
Public Non Institutions	E-Voting	142912581	76981044	53.8658	76977808	3236	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		76981044	53.8658	76977808	3236	99.9958	0.0042
Total		381608818	278303268	72.9289	274201620	4101648	98.5262	1.4738

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IIFL Finance Limited								
Resolution Required: Ordinary			4 - To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Non-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	94347490	99.7885	94347490	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		94347490	99.7885	94347490	0	100.0000	0.0000
Public Institutions	E-Voting	144148747	106974734	74.2114	103859418	3115316	97.0878	2.9122
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		106974734	74.2114	103859418	3115316	97.0878	2.9122
Public Non Institutions	E-Voting	142912581	76981044	53.8658	76978019	3025	99.9961	0.0039
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		76981044	53.8658	76978019	3025	99.9961	0.0039
Total		381608818	278303268	72.9289	275184927	3118341	98.8795	1.1205

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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 May 01, 2024 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 May 01, 2024:

1. To appoint Mr. Nihar Niranjana Jambusaria (DIN: 01808733), as a Non-Executive Independent Director of the Company.
2. To appoint Mr. Bijou Kurien (DIN: 01802995), as a Non-Executive Independent Director of the Company.
3. To appoint Mr. Arun Kumar Pawar (DIN: 00026383), as a Non-Executive Non-Independent Director of the Company.
4. To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795), as a Non-Executive Non-Independent 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

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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



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NILESH SHAH & ASSOCIATES

Company Secretaries

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 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 Ms. Hetal Shah (Membership No. FCS 8063), 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 May 01, 2024 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



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NILESH SHAH & ASSOCIATES

Company Secretaries

Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars.

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 May 03, 2024 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 Sunday, May 12, 2024 at 9:00 A.M. up to Monday, June 10, 2024 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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NILESH SHAH & ASSOCIATES

Company Secretaries

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,

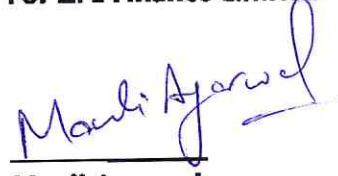
Yours truly,

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


8/11/6/24

**Hetal Shah
Partner
Membership No.: FCS 8063
CP No. 8964**

**Countersigned
For IIFL Finance Limited**



**Mauli Agarwal
Company Secretary and
Compliance Officer
ACS No. 31107**



UDIN: F008063F000558107

**Place: Mumbai
Date: 11.06.2024**



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Company Secretaries

Annexure I to Report of Scrutinizer

Resolution No. 1 (Special Resolution): To appoint Mr. Nihar Niranjan Jambusaria (DIN: 01808733) as a Non-Executive Independent 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	454	262136726	94.19

(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	44	16166543	5.81

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

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	13	0	149659

Note:

1. There are no invalid votes
2. The percentages are rounded off upto two decimal points
3. No votes are rejected



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NILESH SHAH & ASSOCIATES

Company Secretaries

Resolution No. 2 (Special Resolution): To appoint Mr. Bijou Kurien (DIN: 01802995), as a Non-Executive Independent 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	470	278279132	99.99

(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	28	24140	0.01

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

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	12	0	149656

Note:

1. There are no invalid votes
2. The percentages are rounded off upto two decimal points
3. No votes are rejected



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NILESH SHAH & ASSOCIATES

Company Secretaries

Resolution No. 3 (Special Resolution): To appoint Mr. Arun Kumar Purwar (DIN: 00026383), as a Non-Executive Non-Independent 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	427	274201620	98.53

(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	70	4101648	1.47

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

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	13	0	149660

Note:

1. There are no invalid votes
2. The percentages are rounded off upto two decimal points
3. No votes are rejected



11/6/24

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Peer Review No: 698/2020

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NILESH SHAH & ASSOCIATES

Company Secretaries

Resolution No. 4 (Ordinary Resolution): To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795), as a Non-Executive Non-Independent 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	451	275184927	98.88

(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	48	3118341	1.12

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	13	0	149660

Note:

1. There are no invalid votes
2. The percentages are rounded off upto two decimal points
3. No votes are rejected



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