



August 01, 2023

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, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL
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Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results and Scrutinizer's Report of the 28th Annual General Meeting of IIFL Finance Limited ("the Company")

We wish to inform you that the 28th Annual General Meeting ("AGM") of the Members of the Company was held on Monday, July 31, 2023, at 11.00 a.m. through Video Conferencing.

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 April 26, 2023. The detailed voting results consolidating the results of remote e-voting with the results of e-voting during the AGM 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 AGM 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,

For IIFL Finance Limited

Rupal Jain
Company Secretary & Compliance Officer
Place: Mumbai
Encl: As above

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 AGM	July 31, 2023
2	Total no. of shareholders on record date (July 24, 2023)	66,850
3	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	8
	Public	75
	Total	83
4	No. of Shareholders present in the meeting either in person or through proxy*	
	Promoters and Promoter Group	Not Applicable
	Public	
	Total	

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

The following is the summary of items of business as per the Notice of the AGM dated April 26, 2023 transacted at the AGM:

Item No	Item Description	Resolution Type	Result
1.	To consider and adopt: (a) The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with Auditors report thereon.	Ordinary Resolution	Passed with requisite majority
2.	To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution	Passed with requisite majority
3.	To appoint M/s. Sharp & Tannan Associates as a Joint Statutory Auditors of the Company and fix their Remuneration	Ordinary Resolution	Passed with requisite majority
4.	To approve an offer or invitation to subscribe to non-convertible debentures to be issued on a private placement basis	Special Resolution	Passed with requisite majority
5.	To amend the Employee Stock Option Plan - 2008	Special Resolution	Passed with requisite majority
6.	To approve existing as well as all new material related party transactions with IIFL Home Finance Limited	Ordinary Resolution	Passed with requisite

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			majority
7.	To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited)	Ordinary Resolution	Passed with requisite majority
8.	To approve existing as well as all new material related party transactions with IIFL Facilities Services Limited	Ordinary Resolution	Passed with requisite majority
9.	To approve existing as well as all new material related party transactions with IIFL Management Services Limited	Ordinary Resolution	Passed with requisite majority
10.	To approve existing as well as all new material related party transactions with IIFL Securities Limited	Ordinary Resolution	Passed with requisite majority
11.	To approve existing as well as all new material related party transactions with 5Paisa Capital Limited	Ordinary Resolution	Passed with requisite majority

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IIFL Finance Limited

Resolution Required : (Ordinary)		1 - To consider and adopt: (a) The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with Auditors report 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	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	134147585	109898398	81.9235	109898398	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		109898398	81.9235	109898398	0	100.0000	0.0000
Public Non Institutions	E-Voting	151874365	105151082	69.2356	105149819	1263	99.9988	0.0012
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105151082	69.2356	105149819	1263	99.9988	0.0012
Total		380569440	309596970	81.3510	309595707	1263	99.9996	0.0004

IIFL Finance Limited								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for re-appointment					
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	74363058	78.6515	74363058	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		74363058	78.6515	74363058	0	100.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	105350465	4911340	95.5457	4.4543
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	105350465	4911340	95.5457	4.4543
Public Non Institutions	E-Voting	151874365	105151102	69.2356	105151069	33	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		105151102	69.2356	105151069	33	100.0000	0.0000
Total		380569440	289775965	76.1427	284864592	4911373	98.3051	1.6949

IIFL Finance Limited

Resolution Required : (Ordinary)			3 - To appoint M/s. Sharp & Tannan Associates as a Joint Statutory Auditors of the Company and fix their Remuneration					
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	134147585	110261805	82.1944	110183632	78173	99.9291	0.0709
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	110183632	78173	99.9291	0.0709
Public Non Institutions	E-Voting	151874365	105150297	69.2351	105148184	2113	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105150297	69.2351	105148184	2113	99.9980	0.0020
Total		380569440	309959592	81.4463	309879306	80286	99.9741	0.0259

IIFL Finance Limited								
Resolution Required : (Special)			4 - To approve an offer or invitation to subscribe to non-convertible debentures to be issued on a 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	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	134147585	110261805	82.1944	109315273	946532	99.1416	0.8584
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109315273	946532	99.1416	0.8584
Public Non Institutions	E-Voting	151874365	105151102	69.2356	105149819	1283	99.9988	0.0012
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105151102	69.2356	105149819	1283	99.9988	0.0012
Total		380569440	309960397	81.4465	309012582	947815	99.6942	0.3058

IIFL Finance Limited

Resolution Required : (Special)			5 - To amend the Employee Stock Option Plan - 2008					
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	134147585	110261805	82.1944	70472668	39789137	63.9139	36.0861
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	70472668	39789137	63.9139	36.0861
Public Non Institutions	E-Voting	151874365	105151102	69.2356	105150109	993	99.9991	0.0009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105151102	69.2356	105150109	993	99.9991	0.0009
Total		380569440	309960397	81.4465	270170267	39790130	87.1628	12.8372

IIFL Finance Limited

Resolution Required : (Ordinary)		6 - To approve existing as well as all new material related party transactions with IIFL Home Finance 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	94547490	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	109026986	1234819	98.8801	1.1199
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109026986	1234819	98.8801	1.1199
Public Non Institutions	E-Voting	151874365	22794383	15.0087	22792260	2123	99.9907	0.0093
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22794383	15.0087	22792260	2123	99.9907	0.0093
		380569440	133056188	34.9624	131819246	1236942	99.0704	0.9296

IIFL Finance Limited								
Resolution Required : (Ordinary)			7 - To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance 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	94547490	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	109026986	1234819	98.8801	1.1199
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109026986	1234819	98.8801	1.1199
Public Non Institutions	E-Voting	151874365	22822183	15.0270	22820060	2123	99.9907	0.0093
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22822183	15.0270	22820060	2123	99.9907	0.0093
		380569440	133083988	34.9697	131847046	1236942	99.0706	0.9294

IIFL Finance Limited

Resolution Required : (Ordinary)		8 - To approve existing as well as all new 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	94547490						
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	109026986	1234819	98.8801	1.1199
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109026986	1234819	98.8801	1.1199
Public Non Institutions	E-Voting	151874365	22822183	15.0270	22820060	2123	99.9907	0.0093
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22822183	15.0270	22820060	2123	99.9907	0.0093
		380569440	133083988	34.9697	131847046	1236942	99.0706	0.9294

IIFL Finance Limited

Resolution Required : (Ordinary)		9 - To approve existing as well as all new 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	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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	109026986	1234819	98.8801	1.1199
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109026986	1234819	98.8801	1.1199
Public Non Institutions	E-Voting	151874365	22822183	15.0270	22820060	2123	99.9907	0.0093
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22822183	15.0270	22820060	2123	99.9907	0.0093
		380569440	133083988	34.9697	131847046	1236942	99.0706	0.9294

IIFL Finance Limited

Resolution Required : (Ordinary)			10 - To approve existing as well as all new 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	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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	109026986	1234819	98.8801	1.1199
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109026986	1234819	98.8801	1.1199
Public Non Institutions	E-Voting	151874365	22822183	15.0270	22820060	2123	99.9907	0.0093
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22822183	15.0270	22820060	2123	99.9907	0.0093
		380569440	133083988	34.9697	131847046	1236942	99.0706	0.9294

IIFL Finance Limited

Resolution Required : (Ordinary)			11 - To approve existing as well as all new material related party transactions with 5Paisa Capital 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	94547490	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	134147585	110261805	82.1944	109026986	1234819	98.8801	1.1199
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		110261805	82.1944	109026986	1234819	98.8801	1.1199
Public Non Institutions	E-Voting	151874365	22822183	15.0270	22820060	2123	99.9907	0.0093
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22822183	15.0270	22820060	2123	99.9907	0.0093
Total		380569440	133083988	34.9697	131847046	1236942	99.0706	0.9294

NILESH SHAH & ASSOCIATES

Company Secretaries

Consolidated Report of Scrutinizer

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

To,
The Chairman of
28th Annual General Meeting of
Shareholders of IIFL Finance Limited
Held on Monday, July 31, 2023
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 Annual General Meeting (AGM) and e-voting process during the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 05, 2020, MCA General Circular No. 02/2021 dated January 13, 2021 and MCA General Circular No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 ("MCA Circulars") and SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with SEBI Circular No SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 ("SEBI Circulars"), in respect of attached resolutions proposed at the AGM of IIFL Finance Limited held on Monday, July 31, 2023 at 11.00 A.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 28th AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM 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 28th AGM, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited ("Link Intime"), the authorized agency to provide e-voting facilities, engaged by the Company.



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

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.
Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

As informed to us by the Management, the notice dated April 26, 2023 convening the 28th AGM of the Company through VC/DAVM held on Monday, July 31, 2023 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 Monday, July 24, 2023 were entitled to vote on the resolutions as set out in the notice of said AGM.

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

1. The Company had availed the e-voting facility offered by Link Intime for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting prior to AGM period remained open from Wednesday, July 26, 2023 9:00 a.m.(IST) till Sunday, July 30, 2023. (05.00 p.m.) and Link Intime e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility for 15 minutes to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier.
4. After the closure of e-voting during the AGM, 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 AGM 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 AGM has been recorded in the separate registers maintained for the purpose.
7. The consolidated result of the voting through remote e-voting and e-voting during the AGM is as per annexure attached herewith.



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NILESH SHAH & ASSOCIATES

Company Secretaries

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman or any Director/Key Managerial Personnel authorized by the Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries



Nilesh Shah
Partner
Membership No.: FCS 4554
CP No.: 2631
UDIN: F004554E000719521

Place: Mumbai
Date: 01.08.2023



Countersigned
For IIFL Finance Limited



Rupal Jain
Company Secretary & Compliance Officer
ACS No: 38366



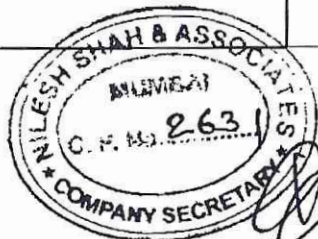
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Annexure to the Scrutinizer's Report
Result of Remote e-voting prior to AGM and e-voting during the AGM:

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 (a)	To consider and adopt: The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2023.	Ordinary Resolution	Remote E-Voting prior to AGM	295	309595707	99.99%	07	1263	00.01%	03	363627
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	295	309595707	99.99%	07	1263	00.01%	03	363627
1 (b)	The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2023.	Ordinary Resolution	Remote E-Voting prior to AGM	263	284864592	98.31%	41	4911373	01.69%	04	20184632
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	263	284864592	98.31%	41	4911373	01.69%	04	20184632
2	To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting prior to AGM	263	284864592	98.31%	41	4911373	01.69%	04	20184632
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	263	284864592	98.31%	41	4911373	01.69%	04	20184632



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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	To appoint M/s. Sharp & Tannan Associates as a Joint Statutory Auditors of the Company and fix their Remuneration.	Ordinary Resolution	Remote E-Voting prior to AGM	291	309879306	99.97%	12	80286	00.03%	03	1005
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	291	309879306	99.97%	12	80286	00.03%	03	1005
4	To approve an offer or invitation to subscribe to nonconvertible debentures to be issued on a private placement basis.	Special Resolution	Remote E-Voting prior to AGM	285	309012582	99.69%	19	947815	00.31%	01	200
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	285	309012582	99.69%	19	947815	00.31%	01	200
5	To amend the Employee Stock Option Plan - 2008	Special Resolution	Remote E-Voting prior to AGM	189	270170267	87.16%	116	39790130	12.84%	01	200
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	189	270170267	87.16%	116	39790130	12.84%	01	200

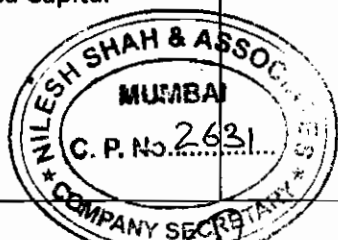


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Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid *	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
6	To approve existing as well as all new material related party transactions with IIFL Home Finance Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	266	131819246	99.07%	24	1236942	00.93%	17	176904409
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	266	131819246	99.07%	24	1236942	00.93%	17	176904409
7	To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited).	Ordinary Resolution	Remote E-Voting prior to AGM	266	131847046	99.07%	24	1236942	00.93%	17	176876609
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	266	131847046	99.07%	24	1236942	00.93%	17	176876609
8	To approve existing as well as all new material related party transactions with IIFL Facilities Services Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	266	131847046	99.07%	24	1236942	00.93%	17	176876609
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	266	131847046	99.07%	24	1236942	00.93%	17	176876609



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
9	To approve existing as well as all new material related party transactions with IIFL Management Services Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	266	131847046	99.07%	24	1236942	00.93%	17	176876609
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	266	131847046	99.07%	24	1236942	00.93%	17	176876609
10	To approve existing as well as all new material related party transactions with IIFL Securities Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	266	131847046	99.07%	24	1236942	00.93%	17	176876609
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	266	131847046	99.07%	24	1236942	00.93%	17	176876609
11	To approve existing as well as all new material related party transactions with 5Paisa Capital Limited	Ordinary Resolution	Remote E-Voting prior to AGM	266	131847046	99.07%	24	1236942	00.93%	17	176876609
			E-Voting during the AGM	00	00	00%	00	00	00%	00	00
			Total	266	131847046	99.07%	24	1236942	00.93%	17	176876609



* This shares includes shareholders who are not eligible to vote and / or shareholders who have either partially or fully abstained from voting.

(Handwritten signature)