

December 5, 2020

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|--|---|
| <b>The Manager,<br/>Listing Department,<br/>BSE Limited,<br/>Phiroze Jeejeebhoy Tower,<br/>Dalal Street, Mumbai 400 001<br/>BSE Scrip Code: 542772</b> | <b>The Manager,<br/>Listing Department,<br/>The National Stock Exchange of India Ltd.,<br/>Exchange Plaza, 5 Floor, Plot C/1, G Block,<br/>Bandra - Kurla Complex, Bandra (E), Mumbai 400 051<br/>NSE Symbol: IIFLWAM</b> |
|--|---|

Dear Sir/Madam,

**Sub: Disclosures under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results of Postal Ballot Notice**

Pursuant to the provision of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that the resolution as set out in the notice dated October 28, 2020 have been passed by the Members of the Company with requisite majority on December 4, 2020, being the last day of Postal Ballot Notice and e-Voting.

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 Postal Ballot is also enclosed herewith.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at [www.iiflwealth.com](http://www.iiflwealth.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,

**For IIFL Wealth Management Limited**

**Amit Bhandari**  
**Compliance Officer**  
Email: [secretarial@iiflw.com](mailto:secretarial@iiflw.com)



**IIFL WEALTH MANAGEMENT LIMITED**

Corporate & Registered Office:  
IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

| Resolution Required : (Special)   |                |                    | 1 - Issue of 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 | No. of votes Invalid |
|   |                | [1]                | [2]  | [3]={[2]/[1]}*100                       | [4]                      | [5]                    | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  | [8]                  |
| Promoter and Promoter Group   | E-Voting       | 20100172           | 19957315   | 99.2893                                 | 19957315                 | 0                      | 100.0000                             | 0.0000                             | 0                    |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             | 0                    |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             | 0                    |
|   | <b>Total</b>   |                    | <b>19957315</b>  | <b>99.2893</b>                          | <b>19957315</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      | <b>0</b>             |
| Public Institutions   | E-Voting       | 19886813           | 11699317   | 58.8295                                 | 11699317                 | 0                      | 100.0000                             | 0.0000                             | 0                    |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             | 0                    |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             | 0                    |
|   | <b>Total</b>   |                    | <b>11699317</b>  | <b>58.8295</b>                          | <b>11699317</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      | <b>0</b>             |
| Public Non Institutions   | E-Voting       | 47416939           | 10376340   | 21.8832                                 | 10376225                 | 115                    | 99.9989                              | 0.0011                             | 0                    |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             | 0                    |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             | 0                    |
|   | <b>Total</b>   |                    | <b>10376340</b>  | <b>21.8832</b>                          | <b>10376225</b>          | <b>115</b>             | <b>99.9989</b>                       | <b>0.0011</b>                      | <b>0</b>             |
| <b>Total</b>  |                | <b>87403924</b>    | <b>42032972</b>  | <b>48.0905</b>                          | <b>42032857</b>          | <b>115</b>             | <b>99.9997</b>                       | <b>0.0003</b>                      | <b>0</b>             |

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# NILESH SHAH & ASSOCIATES

## Company Secretaries

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

### Report of Scrutinizer

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

To,  
The Chairman / Managing Director  
**IIFL Wealth Management Limited**  
IIFL Centre, Kamala City,  
Senapati Bapat Marg,  
Lower Parel – 400 013

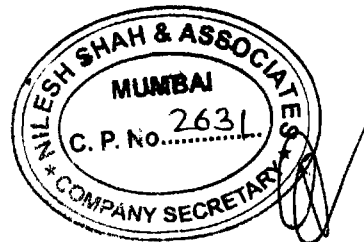
Dear Sir,

### SUB: Scrutinizer's Report on Postal Ballot Voting / E-Voting Process

The Board of Directors of **IIFL Wealth Management Limited** ('the Company') vide its resolution passed on Wednesday, October 28, 2020, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for Issue of Non-Convertible Debentures on Private Placement basis as set out in the notice dated Wednesday, October 28, 2020.

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 and MCA General Circular No. 33/2020 dated September 28, 2020 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 were 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.



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

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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 postal ballot via remote e-voting means on the resolution contained in the notice of postal ballot. 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 Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

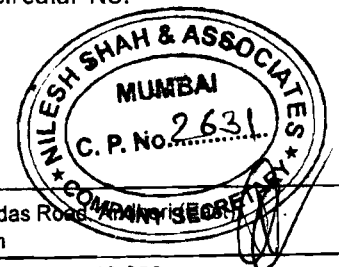
Due to Lockdown restrictions in the Country on account of threat posed by COVID-19 Pandemic situation, the Postal Ballot Notice dated October 28, 2020 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 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 General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 33/2020 dated September 28, 2020.

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

The Shareholders of the Company holding shares on the cut-off date of Friday, October 30, 2020 were entitled to vote on the resolution as set out in the notice.

In this regard, we submit my 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 CDSL.
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 General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No.



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

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17/2020 dated April 13, 2020 and MCA General Circular No. 33/2020 dated September 28, 2020 in respect of providing voting facility through postal ballot via electronic means.

3. The Postal Ballot voting (remote e-voting) period commenced from Thursday, November 05, 2020, 10:00 a.m. and concluded on Friday, December 04, 2020, 5:00 p.m. and the e-voting module was disabled for voting by 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 was downloaded from the e-voting website of CDSL.
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.
8. A summary of the votes cast through remote e-voting by shareholders of the Company is as under:
  - a. **Resolution No. 1 (Special Resolution):** Issue of Non-Convertible Debentures on Private Placement basis:
    - (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 | 131                      | 42032857                     | 99.99%                                |



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(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 | 10                       | 115                          | 0.01%                                 |

(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 | 1   | 3364036                            |

**Recommendation:**

The resolution should 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



Nilesh G. Shah  
Partner  
Membership No.: FCS 4554, CP No. 2631  
UDIN: F004554B001408044  
Place: Mumbai  
Date: 04.12.2020

Amit Bhandari  
Compliance Officer

