



July 09, 2022

<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<sup>th</sup> Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL</b>
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**Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results and Scrutinizer's Report of the 27<sup>th</sup> Annual General Meeting of IIFL Finance Limited ("the Company")**

We wish to inform you that the 27<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company was held on Friday, July 08, 2022, at 2.00 p.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 June 09, 2022. 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](http://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,  
Yours Faithfully,

**For IIFL Finance Limited**

**Sneha Patwardhan  
Company Secretary**

CC: Singapore Exchange Securities Trading Limited 2, Shenton Way, #02-02, SGX Centre 1  
Singapore -068 804

**IIFL Finance 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, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. 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	July 08, 2022
2	Total no. of shareholders on record date (July 01, 2022)	80,017
3	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	8
	Public	78
	<b>Total</b>	<b>86</b>
4	No. of Shareholders present in the meeting either in person or through proxy*	
	Promoters and Promoter Group	Not Applicable
	Public	
	<b>Total</b>	

\* 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 June 09, 2022 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, 2022, 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, 2022, together with Auditors report thereon.	Ordinary Resolution	Passed with requisite majority
2.	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Passed with requisite majority
3.	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
4.	To appoint Mr. Nirmal Jain (DIN: 00010535) as a Managing Director of the Company.	Ordinary Resolution	Passed with requisite majority
5.	To change the designation of Mr. R Venkataraman (DIN: 00011919) from Managing Director to Joint Managing Director of the Company	Ordinary Resolution	Passed with requisite majority
6.	To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly	Ordinary Resolution	Passed with requisite

IIFL Finance Limited

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

**IIFL Finance Limited**

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<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>1 - To consider and adopt:</b> <b>(a) The audited standalone financial statement(s) of the Company for the Financial Year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon; and</b> <b>(b) The audited consolidated financial statement(s) of the Company for the Financial Year ended March 31, 2022, together with Auditors report thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
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
	<b>Total</b>		<b>94547490</b>	<b>100.0000</b>	<b>94547490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	97886602	81658186	83.4212	81658186	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>81658186</b>	<b>83.4212</b>	<b>81658186</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	187305558	128583413	68.6490	128583355	58	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>128583413</b>	<b>68.6490</b>	<b>128583355</b>	<b>58</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>379739650</b>	<b>304789089</b>	<b>80.2626</b>	<b>304789031</b>	<b>58</b>	<b>100.0000</b>	<b>0.0000</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>		<b>2 - To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={{[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={{[4]/[2]}*100</b>	<b>[7]={{[5]/[2]}*100</b>
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
	<b>Total</b>		<b>94547490</b>	<b>100.0000</b>	<b>94547490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	97886602	81841309	83.6083	67618127	14223182	82.6210	17.3790
	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>81841309</b>	<b>83.6083</b>	<b>67618127</b>	<b>14223182</b>	<b>82.6210</b>	<b>17.3790</b>
Public Non Institutions	E-Voting	187305558	128582928	68.6488	128582774	154	99.9999	0.0001
	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>128582928</b>	<b>68.6488</b>	<b>128582774</b>	<b>154</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>379739650</b>	<b>304971727</b>	<b>80.3107</b>	<b>290748391</b>	<b>14223336</b>	<b>95.3362</b>	<b>4.6638</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Special)</b>		<b>3 - To approve an offer or invitation to subscribe to non-convertible debentures to be issued on a private placement basis</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=([2]/[1])*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=([4]/[2])*100</b>	<b>[7]=([5]/[2])*100</b>
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
	<b>Total</b>		<b>94547490</b>	<b>100.0000</b>	<b>94547490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	97886602	81841309	83.6083	81131252	710057	99.1324	0.8676
	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>81841309</b>	<b>83.6083</b>	<b>81131252</b>	<b>710057</b>	<b>99.1324</b>	<b>0.8676</b>
Public Non Institutions	E-Voting	187305558	128583354	68.6490	128582247	1107	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
	<b>Total</b>		<b>128583354</b>	<b>68.6490</b>	<b>128582247</b>	<b>1107</b>	<b>99.9991</b>	<b>0.0009</b>
<b>Total</b>		<b>379739650</b>	<b>304972153</b>	<b>80.3109</b>	<b>304260989</b>	<b>711164</b>	<b>99.7668</b>	<b>0.2332</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>4 - To appoint Mr. Nirmal Jain (DIN: 00010535) as a Managing Director of the Company</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Not Interested- except Mr. Nirmal Jain and his relatives</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	94547490	24753336	26.1808	24753336	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>24753336</b>	<b>26.1808</b>	<b>24753336</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	97886602	81841309	83.6083	57040448	24800861	69.6964	30.3036
	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>81841309</b>	<b>83.6083</b>	<b>57040448</b>	<b>24800861</b>	<b>69.6964</b>	<b>30.3036</b>
Public Non Institutions	E-Voting	187305558	124391442	66.4110	124391434	8	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>124391442</b>	<b>66.4110</b>	<b>124391434</b>	<b>8</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>379739650</b>	<b>230986087</b>	<b>60.8275</b>	<b>206185218</b>	<b>24800869</b>	<b>89.2630</b>	<b>10.7370</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>5 - To change the designation of Mr. R Venkataraman (DIN: 00011919) from Managing Director to Joint Managing Director of the Company</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Not Interested- except Mr. R Venkataraman and his relatives</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
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
	<b>Total</b>		<b>74363058</b>	<b>78.6515</b>	<b>74363058</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	97886602	81841309	83.6083	78556309	3285000	95.9861	4.0139
	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>81841309</b>	<b>83.6083</b>	<b>78556309</b>	<b>3285000</b>	<b>95.9861</b>	<b>4.0139</b>
Public Non Institutions	E-Voting	187305558	128583413	68.6490	128572857	10556	99.9918	0.0082
	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>128583413</b>	<b>68.6490</b>	<b>128572857</b>	<b>10556</b>	<b>99.9918</b>	<b>0.0082</b>
<b>Total</b>		<b>379739650</b>	<b>284787780</b>	<b>74.9955</b>	<b>281492224</b>	<b>3295556</b>	<b>98.8428</b>	<b>1.1572</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting



<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>6 - To approve existing as well as all new material related party transactions with IIFL Samasta Finance Limited (formerly known as Samasta Microfinance Limited)</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
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
	<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	97886602	81841309	83.6083	57095815	24745494	69.7641	30.2359
	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>81841309</b>	<b>83.6083</b>	<b>57095815</b>	<b>24745494</b>	<b>69.7641</b>	<b>30.2359</b>
Public Non Institutions	E-Voting	187305558	39584562	21.1337	39584454	108	99.9997	0.0003
	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>39584562</b>	<b>21.1337</b>	<b>39584454</b>	<b>108</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>379739650</b>	<b>121425871</b>	<b>31.9761</b>	<b>96680269</b>	<b>24745602</b>	<b>79.6208</b>	<b>20.3792</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>7 - To approve existing as well as all new material related party transactions with IIFL Facilities Services Limited</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
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
	<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	97886602	81841309	83.6083	57095815	24745494	69.7641	30.2359
	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>81841309</b>	<b>83.6083</b>	<b>57095815</b>	<b>24745494</b>	<b>69.7641</b>	<b>30.2359</b>
Public Non Institutions	E-Voting	187305558	39584562	21.1337	39584454	108	99.9997	0.0003
	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>39584562</b>	<b>21.1337</b>	<b>39584454</b>	<b>108</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>379739650</b>	<b>121425871</b>	<b>31.9761</b>	<b>96680269</b>	<b>24745602</b>	<b>79.6208</b>	<b>20.3792</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>8 - To approve existing as well as all new material related party transactions with IIFL Management Services Limited</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={([2]/[1])*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={([4]/[2])*100</b>	<b>[7]={([5]/[2])*100</b>
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
	<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	97886602	81841309	83.6083	57095815	24745494	69.7641	30.2359
	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>81841309</b>	<b>83.6083</b>	<b>57095815</b>	<b>24745494</b>	<b>69.7641</b>	<b>30.2359</b>
Public Non Institutions	E-Voting	187305558	39584562	21.1337	39584454	108	99.9997	0.0003
	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>39584562</b>	<b>21.1337</b>	<b>39584454</b>	<b>108</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>379739650</b>	<b>121425871</b>	<b>31.9761</b>	<b>96680269</b>	<b>24745602</b>	<b>79.6208</b>	<b>20.3792</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

IIFL Finance Limited								
Resolution Required : (Ordinary)			9 - 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
	<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	97886602	81841309	83.6083	57095815	24745494	69.7641	30.2359
	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>81841309</b>	<b>83.6083</b>	<b>57095815</b>	<b>24745494</b>	<b>69.7641</b>	<b>30.2359</b>
Public Non Institutions	E-Voting	187305558	39584512	21.1337	39584289	223	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
	<b>Total</b>		<b>39584512</b>	<b>21.1337</b>	<b>39584289</b>	<b>223</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>379739650</b>	<b>121425821</b>	<b>31.9761</b>	<b>96680104</b>	<b>24745717</b>	<b>79.6207</b>	<b>20.3793</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

<b>IIFL Finance Limited</b>								
<b>Resolution Required : (Ordinary)</b>			<b>10 - To approve existing as well as all new material related party transactions with 5Paisa Capital Limited</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
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
	<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	97886602	81841309	83.6083	57095815	24745494	69.7641	30.2359
	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>81841309</b>	<b>83.6083</b>	<b>57095815</b>	<b>24745494</b>	<b>69.7641</b>	<b>30.2359</b>
Public Non Institutions	E-Voting	187305558	39584562	21.1337	39582789	1773	99.9955	0.0045
	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>39584562</b>	<b>21.1337</b>	<b>39582789</b>	<b>1773</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Total</b>		<b>379739650</b>	<b>121425871</b>	<b>31.9761</b>	<b>96678604</b>	<b>24747267</b>	<b>79.6194</b>	<b>20.3806</b>

Note - E-voting includes remote e-voting and e-voting during the Annual General Meeting

# NILESH SHAH & ASSOCIATES

Company Secretaries

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

## 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  
27<sup>th</sup> Annual General Meeting of  
Shareholders of IIFL Finance Limited  
Held on Friday, July 08, 2022  
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 ("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 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars"), in respect of attached resolutions proposed at the AGM of IIFL Finance Limited held on Friday, July 08, 2022 at 02.00 P.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 27th 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 27th AGM, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



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

As informed to us by the Management, the notice dated June 09, 2022 convening the 27<sup>th</sup> AGM of the Company through VC/OAVM held on Friday, July 08, 2022 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 Friday, July 01, 2022 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 India Private Limited 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 Sunday, July 03, 2022 (09.00 a.m.) till Thursday, July 07, 2022 (05.00 p.m.) and Link Intime India Private Limited 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.

  
  
07/07/2022

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

## 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*  
09/07/2022

Nilesh Shah  
Partner  
Membership No.: FCS 4554  
CP No.: 2631  
UDIN: F004554D000594660



Received  
Accepted  
Sneha Patwardhan  
A23200  
Patwardhan

Place: Mumbai  
Date: 9<sup>th</sup> July, 2022



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

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 March 31, 2022, together with the reports of the Board of Directors and Auditors thereon; and	Ordinary Resolution	Remote E-Voting prior to AGM	261	304788891	99.99%	6	58	0.01%	2	183323
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
	1 (b)	The audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2022, together with Auditors report thereon.	Total	262	304789031	99.99%	6	58	0.01%	2	183323	
2	2	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215) who retire by rotation and being eligible offers himself for appointment.	Ordinary Resolution	Remote E-Voting prior to AGM	199	290748251	95.34%	68	14223336	4.66%	2	685
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				Total	200	290748391	95.34%	68	14223336	4.66%	2	685



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 prior to AGM	247	304260849	99.77%	22	711164	0.23%	2	259
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>248</b>	<b>304260989</b>	<b>99.77%</b>	<b>22</b>	<b>711164</b>	<b>0.23%</b>	<b>2</b>	<b>259</b>
4	4	To appoint Mr. Nirmal Jain (DIN: 00010535) as a Managing Director of the Company.	Ordinary Resolution	Remote E-Voting prior to AGM	185	206185078	89.26%	72	24800869	10.74%	12	73986325
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>186</b>	<b>206185218</b>	<b>89.26%</b>	<b>72</b>	<b>24800869</b>	<b>10.74%</b>	<b>12</b>	<b>73986325</b>
5	5	To change the designation of Mr. R Venkataraman (DIN: 00011919) from Managing Director to Joint Managing Director of the Company.	Ordinary Resolution	Remote E-Voting prior to AGM	247	281492084	98.84%	18	3295556	1.16%	4	20184632
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>248</b>	<b>281492224</b>	<b>98.84%</b>	<b>18</b>	<b>3295556</b>	<b>1.16%</b>	<b>4</b>	<b>20184632</b>



09.07.2022






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 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	169	96680129	79.62%	79	24745602	20.38%	22	183546541
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>170</b>	<b>96680269</b>	<b>79.62%</b>	<b>79</b>	<b>24745602</b>	<b>20.38%</b>	<b>22</b>	<b>183546541</b>
7	7	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	169	96680129	79.62%	79	24745602	20.38%	22	183546541
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>170</b>	<b>96680269</b>	<b>79.62%</b>	<b>79</b>	<b>24745602</b>	<b>20.38%</b>	<b>22</b>	<b>183546541</b>
8	8	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	169	96680129	79.62%	79	24745602	20.38%	22	183546541
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>170</b>	<b>96680269</b>	<b>79.62%</b>	<b>79</b>	<b>24745602</b>	<b>20.38%</b>	<b>22</b>	<b>183546541</b>



09.07.2022

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
9	9	To approve existing as well as all new material related party transactions with IIFL Securities Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	168	96679964	79.62%	79	24745717	20.38%	22	183546591
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>169</b>	<b>96680104</b>	<b>79.62%</b>	<b>79</b>	<b>24745717</b>	<b>20.38%</b>	<b>22</b>	<b>183546591</b>
10	10	To approve existing as well as all new material related party transactions with 5Paisa Capital Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	167	96678464	79.62%	81	24747267	20.38%	22	183546541
				E-Voting during the AGM	1	140	100%	0	0	0%	0	0
				<b>Total</b>	<b>168</b>	<b>96678604</b>	<b>79.62%</b>	<b>81</b>	<b>24747267</b>	<b>20.38%</b>	<b>22</b>	<b>183546541</b>

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



  
 07/07/2022