

July 02, 2021

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 542773</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 Tel No.: 2659 8235 Fax No.: 26598237 NSE Symbol: IIFLSEC</b>
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Dear Sir/Madam,

**Sub: Proceedings of the 26<sup>th</sup> Annual General Meeting of the Company held on Wednesday, June 30, 2021.**

This is with reference to our outcome dated June 30, 2021, for the 26<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of the Company that was held on Wednesday, June 30, 2021 at 12.00 noon through Video Conferencing / Other Audio Visual Means.

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 May 04, 2021. The detailed voting results consolidating the results of remote e-voting with the results of e-voting during the AGM are enclosed.

All the resolutions were passed with the requisite majority by the Shareholders. The details of votes cast by the shareholders are given in the Annexure. The same shall be treated as compliance with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015.

- 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 AGM is enclosed herewith.

Please take the same on records and acknowledge.

Thanking You,

Yours faithfully,

For **IIFL Securities Limited**



**Meghal Shah**

**Company Secretary**

Email ID: [secretarial@iifl.com](mailto:secretarial@iifl.com)

**IIFL Securities Limited (Formerly "India Infoline Limited")**

Corporate Identity Number: **L99999MH1996PLC132983**

**Regd. Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: [secretarial@iifl.com](mailto:secretarial@iifl.com) • Website: [www.iiflsecurities.com](http://www.iiflsecurities.com)

IIFL Securities Limited								
Resolution Required : (Ordinary)			1. To receive, consider and adopt: (a) The audited standalone financial statement(s) of the Company for the financial year ended March 31, 2021, 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, 2021, 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	95143214	89423714	93.9885	89423714	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>89423714</b>	<b>93.9885</b>	<b>89423714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	61741375	17693727	28.6578	17693727	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>17693727</b>	<b>28.6578</b>	<b>17693727</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	146069956	81308859	55.6643	81308757	102	99.9999	0.0001
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95290034</b>	<b>65.2359</b>	<b>95289932</b>	<b>102</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>302954545</b>	<b>202407475</b>	<b>66.8112</b>	<b>202407373</b>	<b>102</b>	<b>99.9999</b>	<b>0.0001</b>

IIFL Securities Limited								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Narendra Jain (DIN: 01984467), 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	95143214	89423714	93.9885	89423714	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>89423714</b>	<b>93.9885</b>	<b>89423714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	61741375	18125636	29.3574	12997575	5128061	71.7082	28.2918
	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>18125636</b>	<b>29.3574</b>	<b>12997575</b>	<b>5128061</b>	<b>71.7082</b>	<b>28.2918</b>
Public Non Institutions	E-Voting	146069956	81308859	55.6643	81308732	127	99.9998	0.0002
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95290034</b>	<b>65.2359</b>	<b>95289907</b>	<b>127</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>302954545</b>	<b>202839384</b>	<b>66.9537</b>	<b>197711196</b>	<b>5128188</b>	<b>97.4718</b>	<b>2.5282</b>

IIFL Securities Limited								
Resolution Required : (Ordinary)			3 - To appoint Mr. Viswanathan Krishnan (DIN: 09026252) as 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	95143214	89423714	93.9885	89423714	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>89423714</b>	<b>93.9885</b>	<b>89423714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	61741375	18125636	29.3574	18125636	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>18125636</b>	<b>29.3574</b>	<b>18125636</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	146069956	81308859	55.6643	81307099	1760	99.9978	0.0022
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95290034</b>	<b>65.2359</b>	<b>95288274</b>	<b>1760</b>	<b>99.9982</b>	<b>0.0018</b>
<b>Total</b>		<b>302954545</b>	<b>202839384</b>	<b>66.9537</b>	<b>202837624</b>	<b>1760</b>	<b>99.9991</b>	<b>0.0009</b>

IIFL Securities Limited								
Resolution Required : (Special)			4 - To approve sale/disposal/leasing of asset(s) of the material subsidiary					
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	95143214	89423714	93.9885	89423714	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>89423714</b>	<b>93.9885</b>	<b>89423714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	61741375	18125636	29.3574	12939987	5185649	71.3905	28.6095
	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>18125636</b>	<b>29.3574</b>	<b>12939987</b>	<b>5185649</b>	<b>71.3905</b>	<b>28.6095</b>
Public Non Institutions	E-Voting	146069956	81308859	55.6643	81307085	1774	99.9978	0.0022
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95290034</b>	<b>65.2359</b>	<b>95288260</b>	<b>1774</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>302954545</b>	<b>202839384</b>	<b>66.9537</b>	<b>197651961</b>	<b>5187423</b>	<b>97.4426</b>	<b>2.5574</b>

IIFL Securities Limited								
Resolution Required : (Ordinary)			5 - To approve material related party transactions with IIFL Finance 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	95143214	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	61741375	46488166	75.2950	41265161	5223005	88.7649	11.2351
	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>46488166</b>	<b>75.2950</b>	<b>41265161</b>	<b>5223005</b>	<b>88.7649</b>	<b>11.2351</b>
Public Non Institutions	E-Voting	146069956	4630970	3.1704	4608796	22174	99.5212	0.4788
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18612145</b>	<b>12.7420</b>	<b>18589971</b>	<b>22174</b>	<b>99.8809</b>	<b>0.1191</b>
<b>Total</b>		<b>302954545</b>	<b>65100311</b>	<b>21.4885</b>	<b>59855132</b>	<b>5245179</b>	<b>91.9429</b>	<b>8.0571</b>

IIFL Securities Limited								
Resolution Required : (Ordinary)			6 - To approve material related party transactions with IIFL Wealth Management 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	95143214	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	61741375	46488166	75.2950	41265161	5223005	88.7649	11.2351
	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>46488166</b>	<b>75.2950</b>	<b>41265161</b>	<b>5223005</b>	<b>88.7649</b>	<b>11.2351</b>
Public Non Institutions	E-Voting	146069956	4465595	3.0572	4444401	21194	99.5254	0.4746
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18446770</b>	<b>12.6288</b>	<b>18425576</b>	<b>21194</b>	<b>99.8851</b>	<b>0.1149</b>
<b>Total</b>		<b>302954545</b>	<b>64934936</b>	<b>21.4339</b>	<b>59690737</b>	<b>5244199</b>	<b>91.9239</b>	<b>8.0761</b>

IIFL Securities Limited								
Resolution Required : (Ordinary)			7 - To approve 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	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	95143214	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	61741375	46488166	75.2950	41265161	5223005	88.7649	11.2351
	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>46488166</b>	<b>75.2950</b>	<b>41265161</b>	<b>5223005</b>	<b>88.7649</b>	<b>11.2351</b>
Public Non Institutions	E-Voting	146069956	4465970	3.0574	4443371	22599	99.4940	0.5060
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18447145</b>	<b>12.6290</b>	<b>18424546</b>	<b>22599</b>	<b>99.8775</b>	<b>0.1225</b>
<b>Total</b>		<b>302954545</b>	<b>64935311</b>	<b>21.4340</b>	<b>59689707</b>	<b>5245604</b>	<b>91.9218</b>	<b>8.0782</b>



IIFL Securities Limited								
Resolution Required : (Ordinary)			8 - To approve material related party transactions with IIFL Wealth Prime Limited (Formerly "IIFL Wealth Finance 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	95143214	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	61741375	46488166	75.2950	41265161	5223005	88.7649	11.2351
	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>46488166</b>	<b>75.2950</b>	<b>41265161</b>	<b>5223005</b>	<b>88.7649</b>	<b>11.2351</b>
Public Non Institutions	E-Voting	146069956	4465970	3.0574	4443246	22724	99.4912	0.5088
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18447145</b>	<b>12.6290</b>	<b>18424421</b>	<b>22724</b>	<b>99.8768</b>	<b>0.1232</b>
<b>Total</b>		<b>302954545</b>	<b>64935311</b>	<b>21.4340</b>	<b>59689582</b>	<b>5245729</b>	<b>91.9216</b>	<b>8.0784</b>

IIFL Securities Limited								
Resolution Required : (Special)			9 - To approve offer or invitation to subscribe to the 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	95143214	89423714	93.9885	89423714	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>89423714</b>	<b>93.9885</b>	<b>89423714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	61741375	18125636	29.3574	18125636	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>18125636</b>	<b>29.3574</b>	<b>18125636</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	146069956	81308859	55.6643	81305767	3092	99.9962	0.0038
	Poll		13981175	9.5716	13981175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95290034</b>	<b>65.2359</b>	<b>95286942</b>	<b>3092</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>302954545</b>	<b>202839384</b>	<b>66.9537</b>	<b>202836292</b>	<b>3092</b>	<b>99.9985</b>	<b>0.0015</b>



# P. NAITHANI & ASSOCIATES

## Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.

**Mobile:** + 91 8779458982 +91 98204 00325 | **Email:** [cs@careerimpact.in](mailto:cs@careerimpact.in)

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### SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
**IIFL SECURITIES LIMITED**  
IIFL House, Sun InfoTech Park,  
Road No.16V, Plot No. B-23,  
MIDC, Thane Industrial Area,  
Wagle Estate,  
Thane - 400 604.

Dear Sir,

**Sub:** 26<sup>th</sup> Annual General Meeting of the Members of IIFL SECURITIES LIMITED held on Wednesday, the 30<sup>th</sup> June, 2021 at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.

I, Prasen Naithani, of P. Naithani & Associates, Practicing Company Secretaries, appointed as the Scrutinizer by the Board of Directors of M/s IIFL SECURITIES LIMITED pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize both E-voting process (remote e-voting) and E-voting (instapoll) at the Annual General Meeting ("AGM") of the Company to be held on Wednesday, June 30, 2021 at 12:00 noon through VC / OAVM in respect of the below mentioned proposed resolutions.

1. The Company engaged the services of Central Depository Services Limited (CDSL) (hereinafter referred to as the "Service Providers" or "CDSL") to offer both E-voting process (remote e-voting) and E-voting (instapoll) at the AGM. The Remote e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on Friday, 25<sup>th</sup> June, 2021 (9:00 am) till Tuesday, 29<sup>th</sup> June, 2021 (5:00 pm). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 23<sup>rd</sup> June, 2021, (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of Remote e-voting. The Company had also provided E-voting facility (instapoll) to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
2. As required under Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014, the notice dated May 04, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively

referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021.

3. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL in the presence of two witnesses i.e. Ms. Neelu Jha and Ms. Shweta Gupta who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted and the results were prepared.
4. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting prior and E-voting at the AGM through Instapoll on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the entire e-voting process is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
5. Based on the data provided by CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Sr. No.	Particulars of Resolution	Mode of Voting	Number of Members Voted	Votes in favour of Resolution		Votes against Resolution		Invalid Votes	
				No.	%	No.	%	No. of members	Total no. of votes cast by them
1	To receive, consider and adopt:  (a) The audited standalone financial statement(s) of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and	Remote e-voting	188426300	188426198	100	102	0	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>202407475</b>	<b>202407373</b>	<b>100</b>	<b>102</b>	<b>0</b>	<b>0</b>	<b>0</b>

	(b) The audited consolidated financial statement(s) of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.  <b>Ordinary Resolution</b>								
2	To appoint a Director in place of Mr. Narendra Jain (DIN: 01984467), who retires by rotation and being eligible, offers himself for re-appointment.  <b>Ordinary Resolution</b>	Remote e-voting	188858209	183730021	97.28	5128188	2.72	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>202839384</b>	<b>197711196</b>	<b>97.47</b>	<b>5128188</b>	<b>2.53</b>	<b>0</b>	<b>0</b>
3	To appoint Mr. Viswanathan Krishnan (DIN: 09026252) as Independent Director of the Company  <b>Ordinary Resolution</b>	Remote e-voting	188858209	188856449	100	1760	0	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>202839384</b>	<b>202837624</b>	<b>100</b>	<b>1760</b>	<b>0</b>	<b>0</b>	<b>0</b>
4	To approve sale/ disposal/ leasing of asset(s) of the material	Remote e-voting	188858209	183670786	97.25	5187423	2.75	0	0
		E-voting at the AGM	13981175	13981175	100	0	0	0	0

	subsidiary	(Instapoll)							
	<b>Special Resolution</b>								
		<b>Total</b>	<b>202839384</b>	<b>197651961</b>	<b>97.44</b>	<b>5187423</b>	<b>2.56</b>	<b>0</b>	<b>0</b>
5	To approve material related party transactions with IIFL Finance Limited	Remote e-voting	51119136	45873957	89.74	5245179	10.26	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>65100311</b>	<b>59855132</b>	<b>91.94</b>	<b>5245179</b>	<b>8.06</b>	<b>0</b>	<b>0</b>
	<b>Ordinary Resolution</b>								
6	To approve material related party transactions with IIFL Wealth Management Limited	Remote e-voting	50953761	45709562	89.71	5244199	10.29	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>64934936</b>	<b>59690737</b>	<b>91.92</b>	<b>5244199</b>	<b>8.08</b>	<b>0</b>	<b>0</b>
	<b>Ordinary Resolution</b>								
7	To approve material related party transactions with IIFL Home Finance Limited	Remote e-voting	50954136	45708532	89.71	5245604	10.29	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>64935311</b>	<b>59689707</b>	<b>91.92</b>	<b>5245604</b>	<b>8.08</b>	<b>0</b>	<b>0</b>
	<b>Ordinary Resolution</b>								
8	To approve material related party transactions with IIFL Wealth Prime Limited (Formerly "IIFL	Remote e-voting	50954136	45708407	89.7	5245729	10.3	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0

	Wealth Finance Limited") <b>Ordinary Resolution</b>	<b>Total</b>	<b>64935311</b>	<b>59689582</b>	<b>91.92</b>	<b>5245729</b>	<b>8.08</b>	<b>0</b>	<b>0</b>
9	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis <b>Special Resolution</b>	Remote e-voting	188858209	188855117	100	3092	0	0	0
		E-voting at the AGM (Instapoll)	13981175	13981175	100	0	0	0	0
		<b>Total</b>	<b>202839384</b>	<b>202836292</b>	<b>100</b>	<b>3092</b>	<b>0</b>	<b>0</b>	<b>0</b>

From the above report, I state that the entire resolutions stand passed under the Remote e-voting and E-voting at the AGM through Instapoll with requisite/special majority.

The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,

For P. Naithani & Associates,  
Company Secretaries

Prasen Naithani  
Scrutinizer  
FCS: 3830 CP: 3389  
PR No: 1131/2021

**Place:** Mumbai  
**Date:** 1<sup>st</sup> July, 2021  
**UDIN:** F003830C000563367