



July 30, 2015

<p>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel No.: 22721233 Fax No.: 22723719/ 22723121/ 22722037/ 22722041/ 22722061 BSE Scrip Code: 532636</p>	<p>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/ 26598238 NSE Symbol: IIFL</p>
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Dear Sir,

Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - 21st Annual General Meeting of IIFL Holdings Limited (the Company).

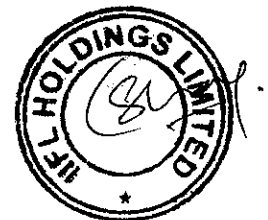
We wish to inform you that the 21st Annual General Meeting ("AGM") of the Shareholders of the Company was held on Friday, July 29, 2016, at 4.00 p.m., at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018.

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 05, 2016. The detailed voting results consolidating the results of e-voting with the results of voting through pool at the AGM is 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 voting through Poll is enclosed herewith.



IIFL Holdings Limited (Formerly "India Infoline Limited")

CIN No.: L74999MH1995PLC093797

Corporate Office – IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: (91-22) 4249 9000 Fax: (91-22) 40609049
Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604
Tel: (91-22) 25806650. Fax: (91-22) 25806654 E-mail: mail@indiainfoline.com Website: www.indiainfoline.com



- c. Pursuant to Regulation 30 read with Para A of part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the AGM of the Company.

Please take the same on records and acknowledge.

Thanking you,
Yours faithfully,
For IIFL Holdings Limited


Gajendra Thakur
Company Secretary



Tel: 022 – 42499009

Email: gajendra.thakur@indiainfoline.com

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Sr. No.	Description	Particulars	
1	Date of AGM	July 29, 2016	
2	Total no. of shareholders on record date (July 22, 2016)	20584	
3	No. of Shareholders present in the meeting either in person or through proxy		
	Promoters and Promoter Group	8	
	Public	81	
	Total	89	
4	No. of Shareholders attended the meeting through Video Conferencing		
	Promoters and Promoter Group	Nil	Not arranged
	Public	Nil	
	Total	Nil	



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**Form No. MGT-13
Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]


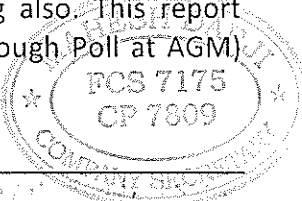
To,
The Chairman
of 21st Annual General Meeting of
Shareholders of IIFL Holdings Limited
Held on 29th July, 2016 At Hall of Harmony, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai 400 018

Sir,

I, Mahesh Darji, Practicing Company Secretary (Membership No. FCS- 7175) was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached at the 21st Annual General Meeting of the Equity Shareholders of IIFL Holdings Limited held on 29th July, 2016 at 4.00 p.m. at Hall of Ceremony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Gaurav Naik and Ms. Vaishali Jaiswal, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.
5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

Note: Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at AGM) casted by the shareholders.


29/7/16


Mahesh M. Darji

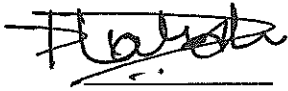
Practicing Company Secretary
B.Com., DBM, LLB, ACS

Recommendation:

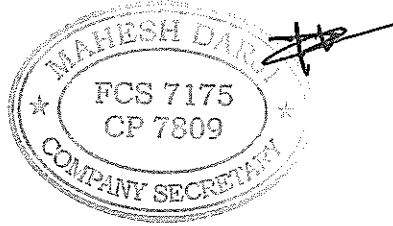
All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



Mahesh Darji
Practicing Company Secretary
Membership No. FCS 7175
CP No. 7809



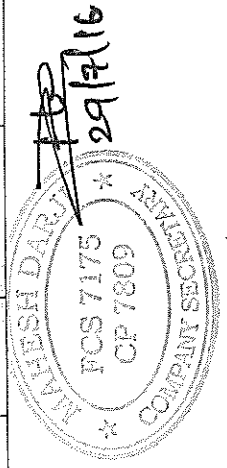
Place: Mumbai

Date: 29.07.2016

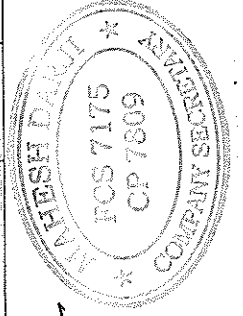
Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot / poll at AGM):

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain			
						Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Members Voting	No. of Votes Casted	
						No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes				
1	1 (a)	To receive, consider and adopt: the audited standalone financial statement of the Company for the financial year ended on March 31, 2016, the reports of the Board of Directors and Auditors thereon; and	Ordinary	Remote E-Voting	66	86322370	100	0	0	0	0	0	0	0	0
	1 (b)	the audited consolidated financial statement of the company for the financial year ended March 31, 2016.		Poll at AGM	77	104798340	100	0	0	0	0	0	0	0	0
				Total	143	191120710	100	0	0	0	0	0	0	0	0
2	2	To Appoint a Director In The Place Of Mr. Nirmal Jain (DIN: 00010565), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Remote E-Voting	64	86305330	99.99	1	40	0.01	1	17000	1	17000	0
				Poll at AGM	77	104798340	100	0	0	0	0	0	0	0	0
				Total	141	191103670	99.99	1	40	0.01	1	17000	1	17000	0

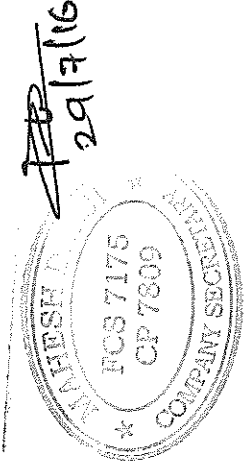


Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain		
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
3	3	To appoint a Director in the place of Mr. R Venkatarman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Remote E-Voting	60	84346385	97.71	6	1975985	2.29	0	0	0
				Poll at AGM	77	104798340	100	0	0	0	0	0	0
				Total	137	189144725	98.97	6	1975985	1.03	0	0	0
4	4	To appoint a Director in the place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Remote E-Voting	62	86241755	99.91	3	80575	0.09	1	40	0
				Poll at AGM	77	104798340	100	0	0	0	0	0	0
				Total	139	191040095	99.96	3	80575	0.04	1	40	
5	5	To appoint Statutory Auditors and fix their remuneration.	Ordinary	Remote E-Voting	64	86322295	100	0	0	0	2	75	0
				Poll at AGM	77	104798340	100	0	0	0	0	0	0
				Total	141	191126035	100	0	0	0	2	75	



[Signature]
29/7/16

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain		
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Members Voting	% of valid votes
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted				
6	6	Commission to Non-Executive Directors of the Company.	Special	Remote E-Voting	62	86322055	99.99	4	315	0.01	0	0	
				Poll at AGM	77	104798340	100	0	0	0	0	0	
				Total	139	191120395	99.99	4	315	0.01	0	0	
7	7	To adopt new Articles of Association of the Company containing regulation in conformity with Companies Act, 2013.	Special	Remote E-Voting	60	84147182	98.96	4	880294	1.04	2	1294894	
				Poll at AGM	77	104798340	100	0	0	0	0	0	
				Total	137	188945522	99.54	4	880294	0.46	2	1294894	
8	8	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement.	Special	Remote E-Voting	58	86065887	99.70	8	256483	0.30	0	0	
				Poll at AGM	77	104798340	100	0	0	0	0	0	
				Total	135	190864227	99.87	8	256483	0.13	0	0	



IFL Holdings Limited

1 - To receive, consider and adopt:

- (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour	No. of Votes –Against	% 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		0	0.0000	0	0	0.0000	0.0000
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting		30009285	34.1376	30009285	0	100.0000	0.0000
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000
	Total		30009285	34.1376	30009285	0	100.0000	0.0000
Public Non Institutions	E-Voting		56313085	41.2743	56313085	0	100.0000	0.0000
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000
	Total		68749993	50.3899	68749993	0	100.0000	0.0000
Total		316704353	191120710	60.3467	191120710	0	100.0000	0.0000



IIFL Holdings Limited

2 - To appoint a Director in place of Mr. Nirmal Jain (DIN: 00010535), who retires by rotation and being eligible, offers himself for reappointment.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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		0	0.0000	0	0	0.0000	0.0000
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting		30009285	34.1376	30009285	0	100.0000	0.0000
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000
	Total		30009285	34.1376	30009285	0	100.0000	0.0000
Public Non Institutions	E-Voting		56296085	41.2619	56296045	40	99.9999	0.0001
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000
	Total		68732993	50.3775	68732953	40	99.9999	0.0001
Total		316704353	191103710	60.3414	191103670	40	100.0000	0.0000



IIFL Holdings Limited

3 - To appoint a Director in place of Mr. R Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting		30009285	34.1376	28033340	1975945	93.4156	6.5844
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000
	Total		30009285	34.1376	28033340	1975945	93.4156	6.5844
Public Non Institutions	E-Voting		56313085	41.2743	56313045	40	99.9999	0.0001
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000
	Total		68749993	50.3899	68749953	40	99.9999	0.0001
Total		316704353	191120710	60.3467	189144725	1975985	98.9661	1.0339



IIFL Holdings Limited

4 - To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.

Resolution Required : (Ordinary)

Whether promoter/-promoter group are interested in the agenda/resolution?

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		0	0.0000	0	0	0.0000	0.0000
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting		30009285	34.1376	29928810	80475	99.7318	0.2682
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000
	Total		30009285	34.1376	29928810	80475	99.7318	0.2682
Public Non Institutions	E-Voting		56313045	41.2743	56312945	100	99.9998	0.0002
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000
	Total		68749953	50.3899	68749853	100	99.9999	0.0001
Total		316704353	191120670	60.3467	191040095	80575	99.9578	0.0422

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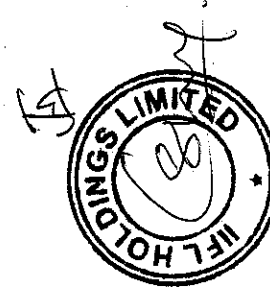
IIFL Holdings Limited

5 - To appoint Statutory Auditors and fix their remuneration									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	0	0	0.0000	0	0	0.0000	0.0000	
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000	
	Total		92361432	100.0000	92361432	0	100.0000	0.0000	
Public Institutions	E-Voting		30009285	34.1376	30009285	0	100.0000	0.0000	
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000	
	Total		30009285	34.1376	30009285	0	100.0000	0.0000	
Public Non Institutions	E-Voting		56313010	41.2743	56313010	0	100.0000	0.0000	
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000	
	Total		68749918	50.3899	68749918	0	100.0000	0.0000	
Total		316704353	191120635	60.3467	191120635	0	100.0000	0.0000	



IIFL Holdings Limited

6 - Commission to Non-Executive Directors of the Company									
Resolution Required : (Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000	
	Total		92361432	100.0000	92361432	0	100.0000	0.0000	
Public Institutions	E-Voting		30009285	34.1376	30009285	0	100.0000	0.0000	
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000	
	Total		30009285	34.1376	30009285	0	100.0000	0.0000	
Public Non Institutions	E-Voting		56313085	41.2743	56312770	315	99.9994	0.0006	
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000	
	Total		68749993	50.3899	68749678	315	99.9995	0.0005	
Total		316704353	191120710	60.3467	191120395	315	99.9998	0.0002	



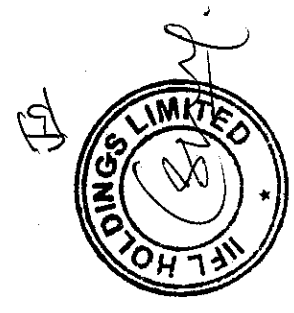
IIFL Holdings Limited

7 - To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 .

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

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
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	92361432	92361432	100.0000	92361432	0	100.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting		28714391	32.6646	27834097	880294	96.9343	3.0657
	Poll	87906868	0	0.0000	0	0	0.0000	0.0000
	Total		28714391	32.6646	27834097	880294	96.9343	3.0657
Public Non Institutions	E-Voting		56313085	41.2743	56313085	0	100.0000	0.0000
	Poll	136436053	12436908	9.1156	12436908	0	100.0000	0.0000
	Total		68749993	50.3899	68749993	0	100.0000	0.0000
Total		316704353	189825816	59.9379	188945522	880294	99.5363	0.4637

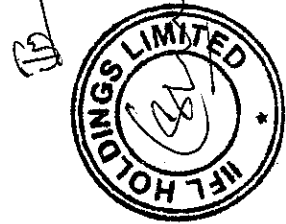


IIFL Holdings Limited

8 - To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement

Resolution Required : (Special)
Whether promoter/ promoter group are interested in the agenda/resolution?

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	92361432	0	0.0000	0	0	0.0000	0.0000
	Poll		92361432	100.0000	92361432	0	100.0000	0.0000
	Total		92361432	100.0000	92361432	0	100.0000	0.0000
Public Institutions	E-Voting	87906868	30009285	34.1376	29752992	256293	99.1460	0.8540
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		30009285	34.1376	29752992	256293	99.1460	0.8540
Public Non Institutions	E-Voting	136436053	56313085	41.2743	56312895	190	99.9997	0.0003
	Poll		12436908	9.1156	12436908	0	100.0000	0.0000
	Total		68749993	50.3899	68749803	190	99.9997	0.0003
Total		316704353	191120710	60.3467	190864227	256483	99.8658	0.1342





Gist of the proceedings of the Annual General Meeting of IIFL Holdings Limited

The 21st Annual General Meeting of the Members of the Company was held on July 29, 2016 at 4.00 p.m., at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018.

The following items of business were transacted at the meeting and were approved with requisite majority:

ORDINARY BUSINESS:

Sr. No	Resolutions
1	Adoption (a) Audited Financial Statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon
2	Appointment of Mr. Nirmal Jain (DIN: 00010535), Director retiring by rotation
3	Appointment of Mr. R. Venkataraman(DIN: 00011919), Director retiring by rotation
4	Appointment of Mr. Chandran Ratnaswami (DIN: 00109215), Director retiring by rotation
5	Appointment of M/s Sharp and Tannan Associates, Chartered Accountants, as Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

Sr. No	Resolutions
1	Approval of payment of Commission to Non-Executive Directors of the Company
2	Approval to adopt new set of Article of Association of the Company containing regulations in conformity with the provisions of Companies Act, 2013
3	Approval to offer or invitation to subscribe to Non-Convertible Debenture on Private Placement basis in one or more series/ tranches, up to Rs. 2,000 Crore

The consolidated scrutinizer's report is uploaded on the website of the Company and NSDL.



IIFL Holdings Limited (Formerly "India Infoline Limited")

CIN No.: L74999MH1995PLC093797

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