



May 11, 2017

<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(s),

Sub: Voting results of NCLT convened meeting of Equity Shareholders held on May 11, 2017.

This is to inform you that the National Company Law Tribunal ("NCLT") convened meeting of Equity Shareholders of the Company was held on May 11, 2017 at 04.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018.

In this regard, please find enclosed herewith the following disclosures:

- 1) In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Regulations"), Voting results and Scrutinizer's Report of NCLT convened meeting of equity shareholders of the Company are enclosed herewith as Annexure –I and Annexure- II respectively.

The resolution was passed with the requisite majority by the shareholders. The details of votes cast by the shareholders are given in the Annexure I. The same shall be treated as compliance with SEBI circular No.CIR/CFD/CMD/8/2015 dated November 04, 2015.

- 2) Summary of proceedings of the aforesaid NCLT convened meeting of equity shareholders as required under Regulation 30 of the SEBI Regulations are enclosed herewith as Annexure-III.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For IIFL Holdings Limited

**Gajendra Thakur
Company Secretary**

Place: Mumbai
email: csteam@iifl.com



IIFL Holdings 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: csteam@indiaonline.com Website: www.indiaonline.com



Annexure-I

IIFL Holdings Limited

Resolution Required : (Special)		1 - Approval of Scheme of Arrangement between IIFL Holdings Limited and 5Paisa Capital Limited and their respective Shareholders and related matter thereto.									
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	Invalid		
		[1]	[2]	[3]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$	[8]		
Promoter and Promoter Group	E-Voting Poll	92361432	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		92361432	100.0000	92361432	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		92361432	100.0000	92361432	0	100.0000	100.0000	0.0000	0	
Public Institutions	E-Voting Poll	75859387	55678943	73.3976	55678943	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		55678943	73.3976	55678943	0	100.0000	100.0000	0.0000	0	
Public Non Institutions	E-Voting Poll	149713804	60636849	40.5018	60636761	88	99.9999	0.0001	0		
	Postal Ballot		10503954	7.0160	10363438	16	98.6623	0.0002	140500		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		71140803	47.5179	71000199	104	99.8024	0.0001	140500	0	
Total		317934623	219181178	68.9391	219040574	104	99.9359	0.0000	140500	0	



(Signature)

IIFL Holdings Limited

CIN No.: L74999MH1995PLC093797

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E-mail: cstteam@indiaonline.com Website: www.indiaonline.com

Ref.: _____

Consolidated Scrutinizer's Report on Remote e-voting and voting through physical ballot conducted at the Equity Shareholders Meeting of IIFL Holdings Limited, convened pursuant to the order dated 23rd March, 2017 of the Mumbai Bench of the National Company Law Tribunal held on 11th May, 2017.

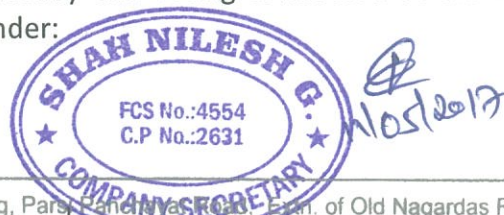
To
The Chairman of the Equity Shareholders Meeting
IIFL Holdings Limited
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No B-23,
Thane Industrial Area,
Wagle Estate Thane – 400604

Equity Shareholders Meeting of IIFL Holdings Limited, pursuant to the order dated 23rd March, 2017 of the Mumbai Bench of the National Company Law Tribunal held at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 on 11th May, 2017 at 4.00 p.m.

Dear Sir,

The National Company Law Tribunal, Mumbai Bench vide its Minutes of Order dated 23rd March, 2017 in the matter of Scheme of Arrangement between IIFL Holdings Limited and 5Paisa Capital Limited and their respective shareholders has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Equity Shareholders at the meeting in a fair and transparent manner on the resolution contained in the notice dated 6th April, 2017, convening the meeting of the Equity Shareholders to approve the Scheme of Arrangement between IIFL Holdings Limited and 5Paisa Capital Limited and their respective shareholders.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolution contained in the notice dated 6th April, 2017. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolution as specified in the Notice based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the Meeting. I hereby submit my report as under:



Ref.: _____

1. The Company had appointed NSDL as the Service Provider, for extending the facility of Remote e-voting to the Members of the Company. Link Intime India Private Limited is the Share Transfer Agents (STA) of the Company.
2. NSDL has provided a system for recording the votes of the Members electronically on the special business item sought to be transacted in the meeting of the Equity Shareholders of the Company which was held on Thursday, May 11, 2017.
3. The Remote e-voting facility was kept open from Monday, May 08, 2017 at 9:00 a.m. (IST) till Wednesday, May 10, 2017 at 5:00 p.m. (IST).
4. At the end of the voting period on Wednesday, May 10, 2017 at 5.00 p.m., the e-voting facility was blocked forthwith.
5. At the venue of the meeting of the Equity Shareholders of the Company held on May 11, 2017 the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E- Voting to register their votes.
6. The two (2) empty ballot boxes kept for the purpose of casting of votes were sealed in my presence with due identification mark placed by me. After the voting at the Meeting concluded the sealed ballot boxes were subsequently opened in my presence and of the two witnesses, as mentioned below and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agents of the Company and the authorisations/ proxies lodged with the Company. The poll paper, which was incomplete and/or which was otherwise found defective have been treated as invalid and kept separately.
7. On May 11, 2017 after counting of the votes casted at the venue of the Equity Shareholders Meeting through ballot paper, the votes casted through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Gaurav Naik and Mr. Prashant Kirtikar who acted as the witnesses, as prescribed in The Companies (Management and Administration) Rules, 2014 -Sub-Rule 4(xii) of the said Rule 20.
8. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the meeting by way of Poll papers are as under:



(Signature)
14/05/2017

Ref.: _____

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	108	79	187
Total number of Shares held by them	149390198	102865386	252255584
Invalid/Abstain Votes	33074406	140500	33214906
Valid votes	116315792	102724886	219040678

Note: Percentage of votes cast "in favour" or "against" the resolution is calculated based on the valid votes cast through remote e-voting or physical voting.

Resolution

To approve the scheme of arrangement between IIFL Holdings Limited (Demerged Company) and 5Paisa Capital Limited (Resulting Company) and their respective shareholders.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	116315704	99.99	88	0.01	33074406
Physical Voting	102724870	99.99	16	0.01	140500
Total	219040574	99.99	104	0.01	33214906

Resolution mentioned in the Notice of the Equity Shareholders dated April 6, 2017 as per the details above stand passed under Remote e-Voting and voting conducted at meeting by way of Poll papers with the requisite majority and hence deemed to be passed as on the date of the Meeting.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider electronically in respect of the votes casted through Remote e-voting and voting conducted at the Meeting by way of Poll papers by the Members of the Company. The Poll papers and all other relevant records relating to e-voting and physical voting is held under my



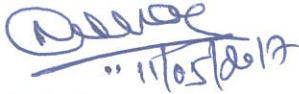
11/05/2017

Ref.: _____

safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the Meeting.

Thanking you,

Yours truly,



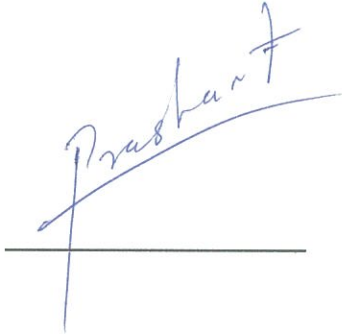
Nilesh Shah
Practicing Company Secretary
FCS: 4554 COP: 2631



Date: 11th May, 2017

Place: Mumbai

WITNESSES:


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Annexure-III

Summary of Proceedings of the National Company Law Tribunal Convened Meeting of the Equity Shareholders of the Company held on May 11, 2017 at 04.00 P.M. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018

Sr. No.	Details of the Resolution	Resolution Required
1	To consider and, if thought fit, approve with or without modification(s), the resolution under Section 230 read with Section 232 of the Companies Act, 2013 for the approval of the arrangement embodied in the Scheme of Arrangement between IIFL Holdings Limited and 5Paisa Capital Limited and their respective shareholders	Requisite Majority.

The Chairman informed the Members that Mr. Nilesh Shah, a Practicing Company Secretary (Membership No. 2631), Mumbai was appointed as a Scrutinizer by NCLT to scrutinise and supervise the Poll on Demand and e-voting

The Chairman further informed the Members that the Company had provided an e-voting facility (through the platform provided by NSDL) to the members whose names appeared in the records of the Company as on May 04, 2017 being the cut off date for determining voting rights. The e-voting period opened on Monday, May 08, 2017 at 9.00 a.m. and concluded on Wednesday, May 10, 2017 at 5.00 p.m. The Chairman also requested the members who had not voted by way of e-voting to vote at the Meeting through ballot process (poll) at the venue of the meeting.

Thereafter Chairman announced the floor open for members to ask their queries if any on the Scheme of Arrangement. The Chairman responded to the queries raised by the Members.

The Chairman thanked the Members for attending and participating in the Meeting.

The Scrutinizer's report was received on May 11, 2017 and as set out therein the proposal was declared as passed with the requisite majority.

Thanking you,

Yours faithfully,

For IIFL Holdings Limited



Gajendra Thakur
Company Secretary

Place: Mumbai
email: csteam@iifl.com

IIFL Holdings Limited

CIN No.: L74999MH1995PLC093797

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