



July 31, 2018

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel No.: 22721233 BSE Scrip Code: 532636	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 NSE Symbol: IIFL
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Dear Sir,

Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 23rd Annual General Meeting of IIFL Holdings Limited (the Company).

We wish to inform you that the 23rd Annual General Meeting (“AGM”) of the Shareholders of the Company was held on Tuesday, July 31, 2018, at 4.30 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 08, 2018. The detailed voting results consolidating the results of e-voting with the results of voting through poll 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.

Please take the same on records and acknowledge.

Thanking you,
Yours faithfully,
For **IIFL Holdings Limited**

Gajendra Thakur
Company Secretary

Email: gajendra.thakur@iifl.com



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: csteam@iifl.com Website: www.iifl.com



Sr. No.	Description	Particulars	
1	Date of AGM	July 31, 2018	
2	Total no. of shareholders on record date (July 24, 2018)	40114	
3	No. of Shareholders present in the meeting either in person or through proxy		
	Promoters and Promoter Group	8	
	Public	87	
	Total	95	
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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IIFL Holdings Limited

Resolution Required : (Ordinary)		1 - To Consider and adopt the audited standalone financial statement and audited consolidated financial statement.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Interested							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92361432	0	0.0000	0	0	0.0000	0.0000	0
	Poll		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	0.0000	0
Public Institutions	E-Voting	81770185	28922164	35.3701	28922164	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		28922164	35.3701	28922164	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	144919910	79760944	55.0379	79760943	1	100.0000	0.0000	0
	Poll		33659388	23.2262	33659388	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		113420332	78.2641	113420331	1	100.0000	0.0000	0
Total		319051527	234703928	73.5630	234703927	1	100.0000	0.0000	0



IIFL Holdings Limited

Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. R. Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Interested- except Mr. R. Venkataraman and his relatives							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92361432	0	0.0000	0	0	0.0000	0.0000	0
	Poll		72252000	78.2275	72252000	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		72252000	78.2275	72252000	0	100.0000	0.0000	0
Public Institutions	E-Voting	81770185	29064636	35.5443	27495041	1569595	94.5996	5.4004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29064636	35.5443	27495041	1569595	94.5996	5.4004	0
Public Non Institutions	E-Voting	144919910	79760944	55.0379	79760943	1	100.0000	0.0000	0
	Poll		33659388	23.2262	33659388	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		113420332	78.2641	113420331	1	100.0000	0.0000	0
Total		319051527	214736968	67.3048	213167372	1569596	99.2691	0.7309	0



IIFL Holdings Limited

Resolution Required : (Ordinary)		3 - To ratify/appoint Statutory Auditors and fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Interested							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	92361432	0	0.0000	0	0	0.0000	0.0000	0
	Poll		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	0.0000	0
Public Institutions	E-Voting	81770185	29064636	35.5443	20213378	8851258	69.5463	30.4537	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29064636	35.5443	20213378	8851258	69.5463	30.4537	0
Public Non Institutions	E-Voting	144919910	79760944	55.0379	79760943	1	100.0000	0.0000	0
	Poll		33659388	23.2262	33659388	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		113420332	78.2641	113420331	1	100.0000	0.0000	0
Total		319051527	234846400	73.6077	225995141	8851259	96.2310	3.7690	0



IIFL Holdings Limited

Resolution Required : (Special)		4 - To approve an offer or invitation made by the Company to the investors to subscribe to Non- Convertible Debentures on Private Placement Basis							
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Interested							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	92361432	0	0.0000	0	0	0.0000	0.0000	0
	Poll		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	0.0000	0
Public Institutions	E-Voting	81770185	29064636	35.5443	28787016	277620	99.0448	0.9552	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29064636	35.5443	28787016	277620	99.0448	0.9552	0
Public Non Institutions	E-Voting	144919910	79760944	55.0379	79760934	10	100.0000	0.0000	0
	Poll		33659378	23.2262	33659378	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		113420322	78.2641	113420312	10	100.0000	0.0000	0
Total		319051527	234846390	73.6077	234568760	277630	99.8818	0.1182	0



Form No. MGT-13

Report of Scrutinizer (Consolidated)

[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
23rd Annual General Meeting of
Shareholders of IIFL Holdings Limited**
Held on Tuesday, 31st July, 2018 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 the Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached at the 23rd Annual General Meeting of the Equity Shareholders of IIFL Holdings Limited held on 31st July, 2018 at 4.30 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot boxes were kept for polling and the same were locked in my presence with due identification marks placed on the same.
2. The locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. Mr. Gaurav Naik and Mr. Siddharth Mota, 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. There were no poll papers, which were invalid.
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 who abstained from voting 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.



Mahesh M. Darji

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

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.

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: 31.07.2018

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 Voting	Valid Votes						Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Cast
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
1	1 (a)	To consider and adopt: the audited standalone financial statement of the Company for the financial year ended on March 31, 2018, together with the reports of the Board of Directors and Auditors thereon; and	Ordinary	Remote E-Voting	121	108683107	99.99	1	1	0.01	5	5059644
				Poll at AGM	77	126020820	100	0	0	0	1	100
				Total	198	234703927	99.99	1	1	0.01	6	5059744
2	2	To appoint a Director in place of Mr. R. Venkataraman (DIN: 00011919), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Remote E-Voting	106	107255984	98.56	19	1569596	1.44	2	4917172
				Poll at AGM	74	105911388	100	0	0	0	4	20109532
				Total	180	213167372	99.27	19	1569596	0.73	6	25026704

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					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 ratify the appointment of Statutory Auditors.	Ordinary	Remote E-Voting	74	99974321	91.87	51	8851259	8.13	2	4917172
				Poll at AGM	77	126020820	100	0	0	0	1	100
				Total	151	225995141	96.23	51	8851259	3.77	3	4917272
4	4	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis	Special	Remote E-Voting	115	108547950	99.74	10	277630	0.26	2	4917172
				Poll at AGM	76	126020810	100	0	0	0	2	110
				Total	191	234568760	99.88	10	277630	0.12	4	4917282

