



December 01, 2015

|                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Manager,<br/>Listing Department,<br/>BSE Limited,<br/>Phiroze Jeejeebhoy Tower,<br/>Dalal Street,<br/>Mumbai 400 001.<br/>Tel no.: 22721233<br/>Fax No.: 22723719/ 22723121/ 22722037<br/>BSE Scrip Code: 532636</b> | <b>The Manager,<br/>Listing Department,<br/>The National Stock Exchange of India Ltd.,<br/>Exchange Plaza, 5 Floor, Plot C/1, G Block,<br/>Bandra - Kurla Complex, Bandra (E),<br/>Mumbai 400 051.<br/>Tel No.: 2659 8235<br/>Fax No.: 26598237/ 26598238<br/>NSE Symbol: IIFL</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Sub: Declaration of results of Postal Ballot conducted by the Company.**

Dear Sirs,

This has reference to our letter October 29, 2015 related to Postal Ballot Notice seeking the consent of the members by way of Special Resolution vide Postal Ballot/Electronic Voting with respect to the following item of business:

1. Ratification of the execution of (1) Share Subscription & Purchase Agreement and (b) Shareholders Agreement between IIFL Wealth Management Limited (Subsidiary Company) and General Atlantic Singapore Fund Pte Ltd, and approval for issuance of shares, warrants and transfer of shares by IIFL Wealth Management Limited in favour of General Atlantic Singapore Fund Pte. Ltd.

In this regard, we would like to inform you that Mr. Nilesh G. Shah, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors of the Company has submitted his report dated December 01, 2015 on Postal Ballot/Electronic Voting to the Chairman of the Company.

The Chairman has declared the result today i.e. December 01, 2015, based on the report submitted by the Scrutinizer, stating that the following Special resolution has been passed through Postal Ballot Process (including electronic voting):

Details of Postal Ballot Result are as follows;

|                                             |           |
|---------------------------------------------|-----------|
| Votes in favour of resolution               | 138039407 |
| Votes against the resolution                | 1239625   |
| Percentage of Votes in favour of resolution | 99.11%    |



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



Accordingly, the above Special resolution has been passed by the shareholders by overwhelming majority.

Please find enclosed herewith the scrutinizers report dated December 01, 2015 for uploading on the website and reporting as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

IIFL Holdings Limited

  
Gajendra Thakur  
Company Secretary



Encl: As above

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## Postal Ballot Result of IIFL Holdings Limited

|                                                                                                                                  |                |
|----------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Date of the AGM/EGM</b>                                                                                                       | Not Applicable |
| <b>Total number of shareholders on record date</b>                                                                               | 21682          |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | Not Applicable |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public            | Not Applicable |

### Agenda- wise disclosure (to be disclosed separately for each agenda item)

| Resolution required: (Ordinary/ Special)                                  |                               | Special                           |                            |                                                      |                                 |                               |                                         |                                                         |
|---------------------------------------------------------------------------|-------------------------------|-----------------------------------|----------------------------|------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | Yes, the Promoters are Interested |                            |                                                      |                                 |                               |                                         |                                                         |
| Category                                                                  | Mode of Voting                | No. of shares held<br>(1)         | No. of votes polled<br>(2) | % of Polled outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of favour polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                      | 92361432                          | 0                          | 0.00                                                 | 0                               | 0                             | 0.00                                    | 0.00                                                    |
|                                                                           | Poll                          | 0                                 | 0                          | 0.00                                                 | 0                               | 0                             | 0.00                                    | 0.00                                                    |
|                                                                           | Postal Ballot (if applicable) | 92361432                          | 0                          | 0.00                                                 | 0                               | 0                             | 0.00                                    | 0.00                                                    |
|                                                                           | Total                         | 92361432                          | 0                          | 0.00                                                 | 0.00                            | 0                             | 0.00                                    | 0.00                                                    |
| Public-Institutions                                                       | E-Voting                      | 119855524                         | 84789766                   | 70.7433                                              | 83576214                        | 1213552                       | 98.5688                                 | 1.4312                                                  |
|                                                                           | Poll                          | 0                                 | 0                          | 0.00                                                 | 0                               | 0                             | 0.00                                    | 0.00                                                    |
|                                                                           | Postal Ballot (if applicable) | 119855524                         | 1283584                    | 1.0709                                               | 1283584                         | 0                             | 100.0000                                | 0.0000                                                  |
|                                                                           | Total                         | 119855524                         | 86073350                   | 71.8142                                              | 84859798                        | 1213552                       | 98.59                                   | 1.4099                                                  |
| Public-Non Institutions                                                   | E-Voting                      | 102056797                         | 1964250                    | 1.9247                                               | 1940537                         | 23713                         | 98.7928                                 | 1.2072                                                  |
|                                                                           | Poll                          | 0                                 | 0                          | 0.00                                                 | 0                               | 0                             | 0.00                                    | 0.00                                                    |
|                                                                           | Postal Ballot (if applicable) | 102056797                         | 51241432                   | 50.2087                                              | 51239072                        | 2360                          | 99.9954                                 | 0.0046                                                  |
|                                                                           | Total                         | 102056797                         | 53205682                   | 52.1334                                              | 53179609                        | 26073                         | 99.9509                                 | 0.0490                                                  |
| Total                                                                     |                               | 314273753                         | 139279032                  | 44.3177                                              | 138039407                       | 1239625                       | 99.1100                                 | 0.8900                                                  |



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

### Report of Scrutinizer in Respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

**SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of IIFL Holdings Limited ('the Company') has vide resolution passed on 24<sup>th</sup> October, 2015, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolution as set out in the notice dated 24<sup>th</sup> October, 2015:

- Ratification of the execution of (1) Share Subscription & Purchase Agreement and (b) Shareholders Agreement between IIFL Wealth Management Limited (Subsidiary Company) and General Atlantic Singapore Fund Pte Ltd, and approval for issuance of shares, warrants and transfer of shares by IIFL Wealth Management Limited in favour of General Atlantic Singapore Fund Pte Ltd.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (corresponding to clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited).

I, Nilesh G. Shah, was appointed as a Scrutinizer by IIFL Holdings Limited for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

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

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 postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 24<sup>th</sup> October, 2015 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 23<sup>rd</sup> October, 2015 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility to cast vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to 05.30 p.m. on Saturday, 28<sup>th</sup> November, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from Friday, 30<sup>th</sup> October, 2015 at 09.00 a.m. up to Saturday, 28<sup>th</sup> November, 2015 till 5.30 p.m.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.



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

7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of NSDL.
8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:

**Resolution No: 1: (Special Resolution):****(i) Voted in favour of the resolution:**

| Type of Voting                  | Number of members voting | Number of votes cast by them | % of total number of valid votes cast |
|---------------------------------|--------------------------|------------------------------|---------------------------------------|
| Voting Through Postal Ballot    | 148                      | 52522656                     | 99.99                                 |
| Voting Through Electronic Means | 111                      | 85516751                     | 98.57                                 |
| <b>Total</b>                    | <b>259</b>               | <b>138039407</b>             | <b>99.11</b>                          |

**(ii) Voted against the resolution:**

| Type of Voting                  | Number of members voting | Number of votes cast by them | % of total number of valid votes cast |
|---------------------------------|--------------------------|------------------------------|---------------------------------------|
| Voting Through Postal Ballot    | 9                        | 2360                         | 0.01                                  |
| Voting Through Electronic Means | 13                       | 1237265                      | 1.43                                  |
| <b>Total</b>                    | <b>22</b>                | <b>1239625</b>               | <b>0.89</b>                           |



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

**(iii) Invalid Votes:**

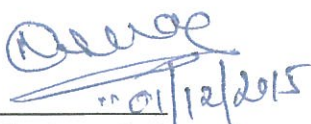
| Type of Voting                  | Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---------------------------------|-----------------------------------------------------------|------------------------------------|
| Voting Through Postal Ballot    | 19                                                        | 3774                               |
| Voting Through Electronic Means | NIL                                                       | NIL                                |
| <b>Total</b>                    | <b>19</b>                                                 | <b>3774</b>                        |

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

**Recommendation:**

The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

**Thanking You,**

  
01/12/2015

**Nilesh G. Shah**  
**Practicing Company Secretaries**  
**Membership No. : FCS 4554**  
**CP No. 2631**



**Place: Mumbai**

**Date:** 01/12/2015