



August 08, 2016

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: 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 Fax No.: 26598237/ 26598238 NSE Symbol: IIFL
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Sub: Declaration of results of Postal Ballot conducted by the Company.

Dear Sirs,

This has reference to our letter July 05, 2016 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. Increasing the limits for Loans/ Investments/ Corporate Guarantees by the Company.

In this regard, we would like to inform you that Mr. Mahesh Darji, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors of the Company, has submitted his report dated August 08, 2016 on Postal Ballot/Electronic Voting to the Chairman of the Company.

The Chairman has declared the result today i.e. August 08, 2016, 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	218976002
Votes against the resolution	5965942
Percentage of Votes in favour of resolution	97.35%

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



**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



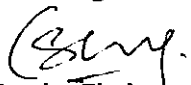
Please find enclosed herewith the scrutinizers report dated August 08, 2016 for uploading on the website and reporting as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

IIFL Holdings Limited


Gajendra Thakur
Company Secretary



Encl: As above

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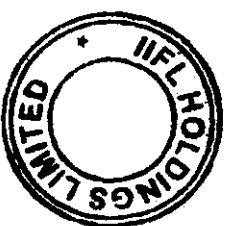
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IIFL Holdings Limited

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Resolution Required : (Special)			1 - Approval of Shareholders by way of special resolution for Increasing limits for Loans/Investments/Corporate Guarantee by the Company.						
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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		0	0	0	0	0.0000	0	
	Poll		92361432	100	92361432	0	100.0000	0	
	Postal Ballot	92361432	0	0	0	0	0.0000	0	
	Total		92361432	100	92361432	0	100.0000	0	
Public Institutions	E-Voting		39955608	46.0611	33990150	5965458	85.0698	14.9302	
	Poll		0	0	0	0	0.0000	0	
	Postal Ballot	87903088	0	0	0	0	0.0000	0	
	Total		39955608	46.0611	33990150	5965458	85.0698	14.93021455	
Public Non Institutions	E-Voting		56326876	41.4119	56326392	484	99.9991	0.0009	
	Poll		36298028	26.6865	36298028	0	100.0000	0	
	Postal Ballot	136439833	0	0	0	0	0.0000	0	
	Total		92624904	68.0984	92624420	484	99.9995	0.000522538	
Total		316704353	224941944	71.3824	218976002	5965942	97.3478	2.65221412	



(Signature)

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 5th May, 2016, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following special resolution as set out in the notice dated 5th May, 2016:

- Increasing the limits for Loans/Investments/Corporate Guarantees by the Company.

The Company has provided the facility of voting through electronic means (remote e-voting) 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 35 B (i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited).

I, Mahesh Darji, 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.

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 remote 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 5th May, 2016 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies



Mahesh M. Darji

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

(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 24th June, 2016 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 05.00 p.m. on Saturday, 6th August, 2016, 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 remote e-voting period remained open from Friday, 8th July, 2016 at 09.00 a.m. up to Saturday, 6th August, 2016 till 5.00 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.
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 remote 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 remote 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	62	128659460	100



Mahesh M. Darji

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

Voting Through Electronic Means	89	90316542	93.80
Total	151	218976002	97.35

(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	0	0	0
Voting Through Electronic Means	41	5965942	6.20
Total	41	5965942	2.65

(iii) Invalid Votes:

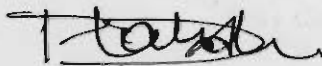
Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	0	0
Voting Through Electronic Means	0	0
Total	0	0

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,



Mahesh Darji
Practicing Company Secretaries
Membership No. : FCS 7175
CP No. 7809

Place: Mumbai

Date: 08.08.2016

