



July 31, 2015

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	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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Dear Sir,

Sub: Submission of Proceedings of Annual General Meeting held on July 29, 2015

Pursuant to clause 31(d) of the Listing Agreement, please find enclosed herewith the proceedings of the Annual General Meeting of the Company held on Wednesday, July 29, 2015.

Kindly take the above on record and oblige.

Thanking you,

Yours Faithfully,

For IIFL Holdings Limited

Gajendra Thakur
Company Secretary



Tel: 022 – 42499009

Email: gajendra.thakur@indiainfoline.com

Encl: as above

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



Gist of the proceedings of the Annual General Meeting of IIFL Holdings Limited held on July 29, 2015

The 20th Annual General Meeting of the Members of the Company was held on July 29, 2015 at 4.00 p.m., at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018.

Mr. Nirmal Jain, Executive Chairman, Chaired the proceedings of the Meeting. Total 71 Members (Including Proxies) attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook.

The Chairman informed the Members that pursuant to the provision of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had extended the remote E-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. on July 26, 2015 and ended at 05.00 p.m. on July 28, 2015.

He further informed Board of Directors have engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility and have appointed Mr. Mahesh Darji, Practicing Company Secretary, Mumbai as the Scrutinizer for the purpose of securitizing the Poll and remote e-voting process.

Thereafter, the Chairman ordered a poll to be taken at the meeting and requested Mr. Mahesh Darji, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated scrutinizer's report shall be placed on the website of the Company and the website of the NSDL.

ORDINARY BUSINESS:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2015, 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, 2015 and the report of the Auditors thereon (Ordinary Resolution)
2. Appointment of Mr. Chandran Ratnaswami, Director retiring by rotation (Ordinary Resolution)
3. Appointment of M/s Sharp and Tannan Associates, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration (Ordinary Resolution)

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SPECIAL BUSINESS:

4. Appointment of Ms. Geeta Mathur as an Independent Director (Ordinary Resolution)
5. Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement up to Rs.2,000 Crores (Special Resolution)
6. Approval for alteration in the Articles of Association of the Company (Special Resolution)
7. Approval of terms and conditions for re-appointment with respect to remuneration of Mr. Nirmal Jain as the Whole Time Director designated as the Executive Chairman of the Company (Ordinary Resolution)
8. Approval of terms and conditions for re-appointment with respect to remuneration of Mr. R Venkataraman as the Whole Time Director designated as the Managing Director of the Company (Ordinary Resolution)

The consolidated scrutinizer's report was uploaded on the website of the Company and NSDL. Further, the results in the format prescribed were notified to the Stock Exchanges under Clause 35A of the Listing Agreement.

For IIFL Holdings Limited

Gajendra Thakur
Company Secretary



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