

#### December 27, 2019

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai 400 001

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

BSE Scrip Code: 542772 NSE Symbol: IIFLWAM

Dear Sir/Madam,

<u>Sub: Disclosures under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)</u>
Regulations, 2015 – Voting Results of Postal Ballot and e-Voting

Pursuant to the provision of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that the resolutions as set out in the notice dated November 20, 2019 have been passed by the Members of the Company with requisite majority on December 27, 2019, being the last day of receiving the Postal Ballot and e-Voting.

The details of votes casted 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.

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 conducted through Postal Ballot is also enclosed herewith.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at www.iiflwealth.com and will also be made available on the website of Central Depository Services (India) Limited.

Please take the same on records and acknowledge.

Thanking you,

For IIFL Wealth Management Limited

Ashutosh Naik Company Secretary Membership No: A15067

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Email: secretarial@iiflw.com

**IIFL WEALTH MANAGEMENT LIMITED** 

Corporate & Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

(An HFL Group Company)

www.iiflwealth.com

CIN: U74140MH2008PLC177884

Special Resolution         No       % of Votes Polled shares       % of Votes Polled on outstanding shares       No. of Votes Polled shares       No. of Votes N	1 - Alteration of the Object Clause of the Memorandum of Association of the Company	of the Me	morandum of Ass	ociation of the	Company				
Category         Mode of Voting         No. of shares held         No. of shares held         No. of shares held         No. of votes on outstanding shares held         % of Votes Polled shares on outstanding shares on outstanding shares held         % of votes polled shares on outstanding shares shares shares shares         No. of shares held         No. of shares held         No. of votes on outstanding shares shares shares shares shares shares shares shares         13] [2]         (3]=[2]/[1]*100         14.27         14.22	n Required : (Ordinary /	Special)		Special Resolut	ion				
Category         Mode of No. of shares         No. of shares held         % of Votes Polled shares on outstanding shares held         % of Votes Polled shares on outstanding shares shares and Promoter Poll         No. of shares held         No. of shares held         No. of votes on outstanding shares and Promoter shares and Promoter Poll         No. of shares held         No. of votes on outstanding shares and Promoter shares are shares and Promoter shares and Promoter Poll         11]         [2]         [3]={[2]/[1]]**100         14.27         10.23	promoter/ promoter gro	oup are int	erested in the	No					
voting         No. of shares         No. of votes on outstanding held         % of votes on outstanding shares           held         polled         shares           E-Voting         11]         [2]         [3]={[2]/[1]}*100           ter and Promoter         21020104         0         0.00           Postal Ballot         18536370         64.40           E-Voting         7803671         46.52           Poll         16775310         0         0.00           nstitutions         E-Voting         27141942         55.26           Poll         2501621         55.26           Poll         2501621         6.00           Non Institutions         Postal Ballot         2501621         5.09           Postal Ballot         2501621         6.00           Total         86915615         50983604         58.66		ode of							
ter and Promoter Total  Total  No. of shares    13   13   14.27     14.27   14.27     15   13   14.27     15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   14.27     15   15   15     15   15   15     16   14.27     17   14.27     18   14.27	>	oting			% of Votes Polled			% of Votes in	
ter and Promoter   E-Voting   Poll			No. of shares	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
ter and Promoter  Postal Ballot  Total  Ref. Non Institutions  Postal Ballot  Total  Ref. Noting  Postal Ballot  Total  Ref. Non Institutions  Postal Ballot  Total  Ref. Noting  Ref. Noting  Postal Ballot  Total  Ref. Noting  Ref. Noting  Ref. Noting  Ref. Noting  Total  Ref. Noting  Ref. Noting  Ref. Noting  Total  Ref. Noting  Ref. Notin			held	polled	shares	- in favour	-Against	polled	on votes polled
ter and Promoter    Poll			[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
ter and Promoter Postal Ballot Postal Ballot Poul Postal Ballot Postal Ballot Poll Postal Ballot Postal Ballot Postal Ballot Postal Ballot Poll Poll Poll Poll Poll Poll Poll	E-Vo	ting		3000000	14.27	3000000	0	100.00	0.00
Postal Ballot				10536370	50.13	10536370	0	100.00	0.00
Total Ballot         00         0.00           Total Folimens Institutions Institutions Postal Ballot P	alid Florible		21020104						
Total         13536370         64.40         1353637           E-Voting         7803671         46.52         780367           Poll         0         0.00         0.00           Total         7803671         46.52         780367           Total         7803671         46.52         780367           E-Voting         27141942         55.26         2714194           Poll         49120201         0         0         0           Postal Ballot         49120201         0         0         0         0           Total         86915615         50983604         58.66         5098360	Post	al Ballot		0	0.00	0	0	00.0	0.00
F-Voting	Tota			13536370	64.40	13536370	0	100.00	0.00
Institutions   Poll	E-Vo	ting		7803671	46.52		0	100.00	0.00
Institutions	Poll			0	0.00	0	0	00.00	0.00
Postal Ballot         0         0.00           Total         7803671         46.52         780367           E-Voting         27141942         55.26         2714194           Poll         2501621         5.09         250162           Non Institutions         49120201         0         0.00           Postal Ballot         0         0.00         0.00           Total         86915615         50983604         58.66         5098360	stitutions		16775310						
Total         7803671         46.52         780367           E-Voting         27141942         55.26         2714194           Poll         2501621         5.09         250162           Postal Ballot         49120201         0         0.00           Total         29643563         60.35         2964356           Rossel         50983604         58.66         5098360	Post	al Ballot		0	0.00	0	0	0.00	0.00
E-Voting	Tota			7803671	46.52	7803671	0	100.00	0.00
Poll   2501621   5.09   250162     250162     250162     250162     250162     250162     250162     250162     250162     250162     250162     250162     250162     250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     250162   250162     25	E-Vo	ting	24.7	27141942	55.26		1	66.66	0.01
Non Institutions Postal Ballot	Poll			2501621	5.09	2501621	0	100.00	0.00
Postal Ballot         0         0.00           Total         86915615         50983604         58.66         5098360	on Institutions		49120201						
Total 29643563 60.35 86915615 50983604 58.66	Post	al Ballot		0	0.00	0	0	00.00	0.00
86915615 50983604 58.66	Tota	_		29643563	60.35	29643562	1	66.66	0.01
			86915615	50983604	58.66	50983603	1	99.99	0.01



tion Required : [Ordinary / Special]  It is promoter group are interested in No. of Acategory  Voting  No. of No. of votes on outstanding shares  Shares held polled shares  It is poled shares  It is pol	2 - Transfer of distribution business of the Company to its wholly owned subsidiary, IIFL Wealth Finance Limited	business of th	e Company to	its wholly ow	ned subsidiary, IIFL M	/ealth Finance	Limited		
Category   Mode of	Resolution Required : (Ord	linary / Specia		Special Resolu	ıtion				
Category         Mode of voting         No. of votes polled shares         No. of votes pares         N	Whether promoter/ promothe agenda/resolution?	oter group are	interested in	No					
voting         No. of No. of Notes shares         % of Votes Polled shares         No. of No. of Notes on outstanding shares         No. of No. of No. of No. of No. of Shares         No. of No. of No. of Shares         No. of No.	Category	Mode of							
ter and Promoter Postal Poll		Voting			% of Votes Polled	No. of	No. of	% of Votes in	% of Votes
ter and Promoter Poll			No. of	No. of votes	on outstanding	Votes – in	Votes	favour on votes	against on votes
ter and Promoter Postal 21020104			shares held	polled	shares	favour	-Against	polled	polled
ter and Promoter			[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
ter and Promoter Postal 21020104		E-Voting		3000000	14.27	3000000	0	100.00	0.00
Postal   Postal   21020104	Dromotor par promotor	Poll		10536370	50.13	10536370	0	100.00	0.00
Ballot         0         0.00         0.00         0           Total         13536370         64.40         13536370         0           E-Voting         7803671         46.52         7803671           Poll         0         0.00         0           Ballot         7803671         46.52         7803671           F-Voting         27141942         55.26         27141941           Poll         2501621         5.09         2501621           Non Institutions         Postal         49120201         0         0         0           Ballot         29643563         60.35         29643562         0           Total         86915615         50983604         58.66         50983603	tei alla riolliotei	Postal	21020104						
Total         13536370         64.40         13536370           E-Voting         7803671         46.52         7803671           Poll         0         0.00         0           Ballot         0         0.00         0           Total         7803671         46.52         7803671           E-Voting         27141942         55.26         27141941           Poll         2501621         5.09         2501621           Ballot         49120201         0         0         0           Ballot         29643563         60.35         29643562           Total         86915615         50983604         58.66         50983603	dnoip	Ballot		0		0	0	0.00	0.00
E-Voting		Total		13536370	64.40	13536370	0	100.00	00.0
Postal   16775310		E-Voting		7803671	46.52	7803671	0	100.00	00.00
Institutions   Postal   16775310		Poll		0		0	0	0.00	00.0
Ballot         0         0.00         0           Total         7803671         46.52         7803671           E-Voting         27141942         55.26         27141941           Poll         2501621         5.09         2501621           Poll         49120201         0         0         0           Ballot         0         0.00         0         0           Total         86915615         50983603         50643562	Public Institutions	Postal	16775310						
Total         7803671         46.52         7803671           E-Voting         27141942         55.26         27141941           Poll         2501621         5.09         2501621           Postal         49120201         0.00         0.00         0           Ballot         29643563         60.35         29643562         0           Regulations         86915615         50983603         50633603		Ballot		0		0	0	0.00	00.0
E-Voting Poll 27141942 55.26 27141941 Poll 2501621 5.09 2501621 Poll 2501621 9.09 2501621 Poll 2501621 Postal Post		Total		7803671	46.52	7803671	0	100.00	00.0
Poll   Postal   Pos		E-Voting		27141942	55.26	27141941	1	66.66	0.01
Non Institutions Postal 49120201 0 0.00 0 0 0 0 1 1 2 1 2 1 2 1 2 1 2 1 2 1 2	22	Poll		2501621	2.09	2501621	0	100.00	00.0
Ballot         0         0.00         0         0           Total         29643563         60.35         29643562	Public Non Institutions	Postal	49120201						
Total 29643563 60.35 29643562 80.35 29643562 80.35 29643562		Ballot		0		0	0	0.00	0.00
86915615 50983604 58.66 50983603		Total		29643563		29643562	1	66.66	0.01
	Total		86915615	50983604	58.66	50983603	1	66.66	0.01



3 - Holding Office or Place of Profit by Mr. Varun Bhagat	of Profit by M	r. Varun Bhaga	ıt					
Resolution Required : (Ordinary / Special)	dinary / Specia	(1	Ordinary Resolution	olution				
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are	interested in	Mr. Varun Bh	Mr. Varun Bhagat is the brother of Mr. Karan Bhagat (Managing Director)	Mr. Karan Bh	agat (Managir	ig Director)	
Category	Mode of							
	Voting			% of Votes Polled	No. of	No. of	% of Votes in	% of Votes
		No. of	No. of votes	on outstanding	Votes – in	Votes	favour on votes	against on votes
		shares held	polled	shares	favour	-Against	polled	polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		0	00.00	0	0	00.0	0.00
200000000000000000000000000000000000000	Poll		10536370	50.13	10536370	0	100.00	0.00
Profitorer and Profitorer	Postal	21020104						
dnoip	Ballot		0	0.00	0	0	0.00	0.00
	Total		10536370	50.13	10536370	0	100.00	0.00
	E-Voting		7803671	46.52	6930984	872687	88.82	11.18
	Poll		0	00.00	0	0	0.00	0.00
Public Institutions	Postal	16775310						
	Ballot		0	0.00	0	0	0.00	0.00
	Total		7803671	46.52	6930984	872687	88.82	11.18
	E-Voting		27141942	55.26	27141810	132	66.66	0.01
	Poll		2501621	2.09	2501621	0	100.00	0.00
Public Non Institutions	Postal	49120201						
	Ballot		0	0.00	0	0	0.00	0.00
	Total		29643563	60.35	29643431	132	66'66	0.01
Total		86915615	47983604	55.21	47110785	872819	98.18	1.82
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# NILESH G. SHAH B.Com. ILB (G). F.C.S

### Company Secretaries

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Report of Scrutinizer in Respect of Postal Ballot Voting 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 Wealth Management Limited

IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013.

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of IIFL Wealth Management Limited ('the Company') vide its resolution passed on November 15, 2019, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the resolutions as set out in the notice dated November 20, 2019:

The Company has provided the facility of voting through electronic means (remote e-voting) as required under the provisions of Section 108 read with Section 110 of the Companies Act, 2013 and Rule 20 read with Rule 22 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.

I, Nilesh G. Shah, was appointed as a Scrutinizer by IIFL Wealth Management 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 above stated 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 read Rules made there under and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through postal ballot and electronic means on the resolutions 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 resolutions stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the

211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Nagration Richard (East), Mumbai - 400 069. Tel.: 2820 7824 / 2820 3582 E-mail: nilesh@ngshan.son

## NILESH G. SHAH B.Com., UB (G), F.C.S.

### Company Secretaries -

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Central Depository Services (India) Limited ('CDSL)', the authorized agency to provide evoting facilities, engaged by the Company.

The notice of Postal Ballot dated November 20, 2019 along with the statement setting out material facts pursuant to Section 102 of the Companies Act. 2013 read with the 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 November 15, 2019 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 Section 108 read with Section 110 of the Companies Act, 2013 and Rule 20 read with Rule 22 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 Friday, December 27, 2019, 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 Thursday, November 28, 2019 at 09:00 a.m. up to Friday, December 27, 2019 till 05:00 p.m.;
- 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 Sharehoiders who voted 'for' or 'against' the resolutions was downloaded from the e-voting website of CDSL;
- 8. I have scrutinized the votes cast through electronic means and also through physical ballot forms for the purpose of this report;
- 9. The particulars of all the electronic votes cast by the shareholders through remote evoting process and votes cast by the members through physical ballot forms have been recorded in a register separately maintained for the purpose;



# NILESH G. SHAH B.Com. UB (9), F.C.S.

### Company Secretaries -

Ref	

10. A summary of the Postal Ballot Forms received and votes casted (including remote evoting) by Shareholders of the Company is as under:

## <u>Resolution No: 1: Alteration of the Object Clause of the Memorandum of Association of the Company (Special Resolution):</u>

#### (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	51	13037991	100.00%
Voting Through Electronic Means	105	37945612	99.99%
Total	156	50983603	99.99%

#### (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	0.00%
Voting Through Electronic Means	1	1	0.01%
Total	1	1	0.01%

#### (iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	2	5
Voting Through Electronic Means	1	3587525
Total	3	3587530



# NILESH G. SHAH B.Com. ILB (Q), FCS.

Company	<b>Secretaries</b>
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Resolution No: 2: Transfer of distribution business of the Company to its wholly owned subsidiary, IIFL Wealth Finance Limited (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	51	13037991	100.00%
Voting Through Electronic Means	105	37945612	99.99%
Total	156	50983603	99.99%

#### (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	0.00%
Voting Through Electronic Means	1	1	0.01%
Total	1	1	0.01%

#### (iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	2	5
Voting Through Electronic Means	1	3587525
Total	3	3587530



## NILESH G. SHAH B.Com., UB (9), F.C.S.

### Company Secretaries -

Ref	

## Resolution No: 3: Holding Office or Place of Profit by Mr. Varun Bhagat (Ordinary 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	51	13037991	100.00%
Voting Through Electronic Means	58	34072794	97.50%
Total	109	47110785	98.18%

#### (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	0.00%
Voting Through Electronic Means	46	872819	2.50%
Total	46	872819	1.82%

#### (iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose	Total Number of votes
	votes were declared invalid	cast by them
Voting Through Postal Ballot	2	5
Voting Through Electronic Means	3	6587525
Total	5	6587530

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



## NILESH G. SHAH B.Com., LLB (9), F.C.S.

Ref.:
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#### Recommendation:

The resolutions 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,

Nilesh G. Shah

Practicing Company Secretary Membership No.: FCS 4554

CP No. 2631

UDIN: FOO 4554A000511159.

Place: Mumbai

Date: 27/12/2019