

April 19, 2021

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 BSE Scrip Code: 542772	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 NSE Symbol: IIFLWAM
--	---

Dear Sir/Madam,

Sub: Disclosures under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results of Postal Ballot Notice

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 resolution as set out in the notice dated March 12, 2021 have been passed by the Members of the Company with requisite majority on April 18, 2021, being the last day of Postal Ballot Notice and e-Voting.

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

Amit Bhandari
Company Secretary & Compliance Officer
Email: secretarial@iiflw.com
Encl: a/a

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

Resolution Required : (Special)			1 - To approve IIFL Wealth Employee Stock Option Scheme 2021 (“IIFLWESOP2021”) and grant of Employee Stock Options to the Employees of the Company under the Scheme					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	20146136	20053279	99.5391	20053279	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20053279	99.5391	20053279	0	100.0000	0.0000
Public Institutions	E-Voting	22902779	16833841	73.5013	10352535	6481306	61.4984	38.5016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16833841	73.5013	10352535	6481306	61.4984	38.5016
Public Non Institutions	E-Voting	44833855	32454431	72.3882	32454414	17	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32454431	72.3882	32454414	17	99.9999	0.0001
Total		87882770	69341551	78.9023	62860228	6481323	90.6530	9.3470

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

Resolution Required : (Special)			2 - To grant Stock Options to the employees of the Subsidiary Company(ies) (present and/or future) under the IIFL Wealth Employee Stock Option Scheme2021					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	20146136	20053279	99.5391	20053279	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20053279	99.5391	20053279	0	100.0000	0.0000
Public Institutions	E-Voting	22902779	16833841	73.5013	10352535	6481306	61.4984	38.5016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16833841	73.5013	10352535	6481306	61.4984	38.5016
Public Non Institutions	E-Voting	44833855	32454431	72.3882	32454384	47	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32454431	72.3882	32454384	47	99.9999	0.0001
Total		87882770	69341551	78.9023	62860198	6481353	90.6530	9.3470

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

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

Report of Scrutinizer

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 22 read with 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman / Managing Director
IIFL Wealth Management Limited
IIFL Centre, Kamala City Senapati Bapat Marg,
Lower Parel Mumbai - 400013.

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting / E-Voting Process.

The Board of Directors of **IIFL Wealth Management Limited** ('the Company') vide its resolution passed on Friday, March 12, 2021, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the notice dated Friday, March 12, 2021:

- To approve IIFL Wealth Employee Stock Option Scheme 2021 ("IIFLW ESOP 2021") and grant of Employee Stock Options to the Employees of the Company under the Scheme;
- To grant Stock Options to the employees of the Subsidiary Company(ies) (present and/or future) under the IIFL Wealth Employee Stock Option Scheme 2021

The Company has provided the facility of voting through electronic means only (i.e. remote e-voting) as required under the provisions of Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 ("MCA Circulars") read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

We, Nilesh Shah & Associates, Practicing Company Secretary represented by Mr. Nilesh Shah (Membership No. FCS 4554), Partner were appointed as a Scrutinizer by the Company for the purpose of the conducting the postal ballot voting process via remote e-voting only in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matter 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 and Rules relating to voting through postal ballot via remote e-voting means on the resolution contained in the notice of postal ballot. Our responsibility as a scrutinizer for the 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 voting through postal ballot (remote e-voting), containing summary of the votes cast "in favour" or "against" the resolution as stated above, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Postal Ballot Notice dated Friday, March 12, 2021 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form only i.e. by email to all Shareholders/Beneficiaries whose Names appears on the Register of Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars.

For avoidance of any doubt meaning of 'Postal Ballot' denotes only 'remote e-voting' for the purpose of these resolutions.

The Shareholders of the Company holding shares on the cut-off date of Friday, March 12, 2021 were entitled to vote on the resolutions as set out in the notice.

In this regard, we submit our report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process by remote e-voting only on the platform provided by CDSL.



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

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref. _____

2. The Company had followed the process as required under Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars in respect of providing voting facility through postal ballot via electronic means.
3. The Postal Ballot voting (remote e-voting) period commenced Saturday, March 20, 2021, 10:00 a.m. and concluded on Sunday, April 18, 2021, 5:00 p.m. and the e-voting module was disabled for voting by thereafter.
4. At the end of the e-voting period, we have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
5. The details containing a list of shareholders who voted 'for' or 'against' the resolutions were downloaded from the e-voting website of CDSL.
6. We have scrutinized the votes cast through electronic means for the purpose of this report.
7. The particulars of all the electronic votes cast by the shareholders through e-voting process have been recorded in a register separately maintained for the purpose.
8. A summary of the votes cast through remote e-voting by shareholders of the Company is as under:
 - a. **Resolution No. 1 (Special Resolution):** To approve IIFL Wealth Employee Stock Option Scheme 2021 ("IIFLW ESOP 2021") and grant of Employee Stock Options to the Employees of the Company under the Scheme:

(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 Electronic Means	78	62860228	90.65%



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

(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 Electronic Means	75	6481323	9.35%

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Electronic Means	2	3334586

b. Resolution No. 2 (Special Resolution): To grant Stock Options to the employees of the Subsidiary Company(ies) (present and/or future) under the IIFL Wealth Employee Stock Option Scheme 2021:

(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 Electronic Means	77	62860198	90.65%

(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 Electronic Means	76	6481353	9.35%



NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / abstained	Total Number of votes cast by them
Voting Through Electronic Means	2	3334586

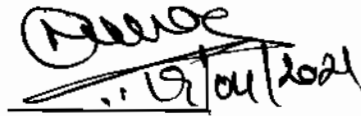
Recommendation:

All 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,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries



Nilesh Shah
Partner
Membership No.: FCS 4554
CP No. 2631
UDIN: F004554C000131098
Place: Mumbai
Date: 19.04.2021

