



January 15, 2015

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

Sub: Declaration of Postal Ballot Result conducted by the Company

Dear Sirs,

This has reference to our letter December 15, 2014 on the captioned subject.

Mr. Nilesh Shah, Practising Company Secretaries, was appointed as Scrutinizer by the Board of Directors has submitted his report dated January 14, 2015 on postal ballot received from the Members to the Chairman of the Company.

The Chairman has declared the result today i.e. January 15, 2015, based on the report submitted by the Scrutinizer, stating that the following resolutions have been passed through Postal Ballot (including electronic voting):

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

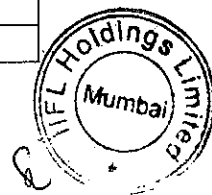
Votes in favour of resolution	13,20,25,151
Votes against the resolution	1,60,57,236
Percentage of Votes in favour of resolution	89.16%

2. Issue of non convertible debentures on private placement basis:

Votes in favour of resolution	14,69,14,715
Votes against the resolution	11,67,542
Percentage of Votes in favour of resolution	99.21%

3. Creation of charge on the assets the Company:

Votes in favour of resolution	13,49,87,724
Votes against the resolution	1,30,94,093
Percentage of Votes in favour of resolution	91.16%



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



4. Alteration in the main objects of the Memorandum of Association of the Company

Votes in favour of resolution	14,80,72,637
Votes against the resolution	6,645
Percentage of Votes in favour of resolution	99.99%

Accordingly, the above resolutions have been passed by the shareholders by overwhelming majority.

Please find enclosed herewith the scrutinizers report dated January 14, 2015 for uploading on the website and reporting as per clause 35A of the Listing Agreement.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

IIFL Holdings Limited


Sunil Lotke
Company Secretary



Encl: As above

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Tel: (91-22) 25806650. Fax: (91-22) 25806654 E-mail: mail@indiainfoline.com Website: www.indiainfoline.com

Resolution NO. 1

Promoter/Public	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	9,23,61,432	9,21,61,432	99.78	9,21,61,432	-	100.00	0.00
Public – Institutional holders	13,32,74,546	4,50,99,024	33.84	2,90,44,057	1,60,54,967	64.40	3.56
Public-Others	7,97,70,475	1,08,37,585	13.59	1,08,19,662	2,269	99.83	0.00
Total	30,54,06,453	14,80,98,041	48.49	13,20,25,151	1,60,57,236	89.15	10.84

Resolution NO. 2

Promoter/Public	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	9,23,61,432	9,21,61,432	99.78	9,21,61,432	-	100.00	0.00
Public – Institutional holders	13,32,74,546	4,50,99,024	33.84	4,39,37,946	-	97.43	0.00
Public-Others	7,97,70,475	1,08,37,585	13.59	1,08,15,337	11,67,542	13.56	1.08
Total	30,54,06,453	14,80,98,041	48.49	14,69,14,715	11,67,542	99.20	0.79



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Resolution NO. 3

Promoter/Public	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	9,23,61,432	9,21,61,432	99.78	9,21,61,432	-	100.00	0.00
Public – Institutional holders	13,32,74,546	4,50,99,024	33.84	3,20,13,891	1,30,85,133	70.99	2.90
Public-Others	7,97,70,475	1,08,37,585	13.59	1,08,12,401	8,960	99.77	0.01
Total	30,54,06,453	14,80,98,041	48.49	13,49,87,724	1,30,94,093	91.15	8.84

Resolution NO. 4

Promoter/Public	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	9,23,61,432	9,21,61,432	99.78	9,21,61,432	-	100.00	0.00
Public – Institutional holders	13,32,74,546	4,50,99,024	33.84	4,50,99,024	-	100.00	0.00
Public-Others	7,97,70,475	1,08,37,585	13.59	1,08,12,181	6,645	99.77	0.01
Total	30,54,06,453	14,80,98,041	48.49	14,80,72,637	6,645	99.98	0.00



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. 16V, Plot No. B-23,
MIDC, Thane Industrial Area,
Wagle Estate, Thane- 400604

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

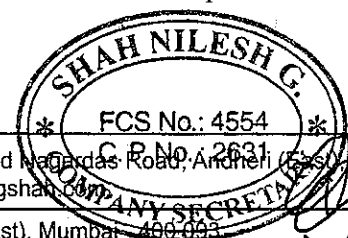
The Board of Directors of IIFL Holdings Limited ('the Company') has vide resolution passed on 21st October, 2014, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the notice dated 04th December, 2014:

- Increase the limits for Loans/ Investments/ Guarantees for the Company. (Section 186 of the Companies Act, 2013);
- Issue non convertible debentures on private placement basis (Section 42 of the Companies Act, 2013);
- Creation of charge on the assets of the Company (Section 180(1)(a) of the Companies Act, 2013);
- Alteration of the main object clause of the Memorandum of Association of the Company (Section 13 of the Companies Act, 2013)

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 clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.

I, Mr. 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.

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 resolutions 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



Ref.: _____

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 04th December, 2014 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 28th November, 2014 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 of casting 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 Monday, 12th January, 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 12th December, 2014 at 09.00 a.m. up to Monday, 12th January, 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.
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.



Ref.: _____

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: Increasing the limits for Loans/ Investments/ Corporate Guarantees by the Company (Special Resolution):

(i) Voted in favour of the resolution:

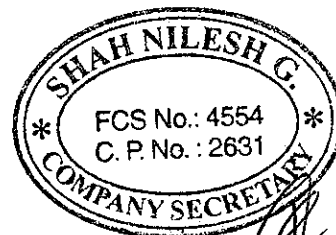
Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	202	102523867	99.99
Voting Through Electronic Means	80	2950 1284	64.76
Total	282	132025151	89.16

(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	5	1239	0.01
Voting Through Electronic Means	54	16055997	35.24
Total	59	16057236	10.84

(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	6	2136
Voting Through Electronic Means	0	0
Total	6	2136



14/01/2015

Ref.: _____

Resolution No: 2: Issue of non convertible debentures on private placement basis (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	197	102523622	99.99
Voting Through Electronic Means	111	44391093	97.44
Total	308	146914715	99.21

(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	8	1359	0.01
Voting Through Electronic Means	22	1166183	2.56
Total	30	1167542	0.79

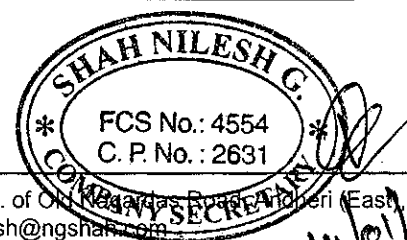
(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	8	2261
Voting Through Electronic Means	0	0
Total	8	2261

Resolution No: 3 : Creation of Charge on the assets of the Company (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	195	102520857	99.99
Voting Through Electronic Means	73	32466867	71.27
Total	268	134987724	91.16



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 Postal Ballot	10	4124	0.01
Voting Through Electronic Means	59	13089969	28.73
Total	69	13094093	8.84

(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	8	2261
Voting Through Electronic Means	0	0
Total	8	2261

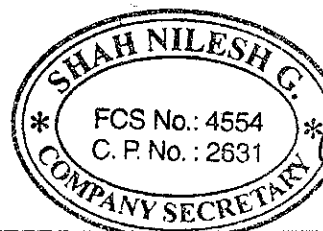
Resolution No: 4: Alteration in the main objects of the Memorandum of Association of the Company (Special Resolution):

(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	199	102521946	99.99
Voting Through Electronic Means	121	45550691	99.99
Total	320	148072637	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	6	3035	0.01
Voting Through Electronic Means	12	3610	0.01
Total	18	6645	0.01



Ref.: _____

(iii) Invalid Votes:

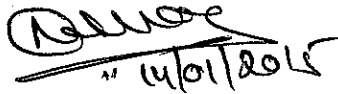
Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	8	2261
Voting Through Electronic Means	0	0
Total	8	2261

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

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,


14/01/2015

Nilesh G. Shah
Practicing Company Secretaries
Membership No. : FCS 4554
CP No. 2631
Place: Mumbai
Dated: 14.01.2015

