



July 05, 2016

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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Sub: Dispatch of Postal Ballot Notice along with Postal Ballot Form and Business Reply Envelope.

Dear Sir,

This is to inform you that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the rules made thereunder, the Company has completed the dispatch of Postal Ballot notice dated May 05, 2016 (both physically and electronically) along with explanatory statement under section 102 of the Act read with rules made thereunder, on July 04, 2016 to all the members whose names, appear in the Register of Member / List of Beneficial Owners as on Friday, June 24, 2016 being the cutoff date for the said purpose.

In compliance with applicable regulations including Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith Postal Ballot Notice along with Postal Ballot Form.

Further, we have enclosed herewith Calendar of Events for your information.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For IIFL Holdings Limited

**Gajendra Thakur
Company Secretary**

Place: Mumbai

Email: gajendra.thakur@indiainfoline.com



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: csteam@indiainfoline.com Website: www.indiainfoline.com



CALENDER OF EVENTS FOR CONDUCTING POSTAL BALLOT

(PHYSICAL FORM AND E-VOTING)

Sr. No.	Particulars	Due Date
1.	Cut-Off date for dispatch of Postal ballot Form	24/06/2016
2.	Completion of Dispatch of Notice	04/07/2016
3.	Placing the Notice on the website of the Company	04/07/2016
4.	Publication in newspaper regarding completion of dispatch of Notice	05/07/2016
5.	Date of Voting (Postal ballot) start from 8 th July 2016 and ends on 6 th August 2016.	Start at 9.00 am on 08/07/2016 and ends at 5.00 pm on 06/08/2016
6.	Last Date of receiving postal ballot by the scrutinizer	06/08/2016
7.	Last Date of submission of report by the scrutinizer to the person authorized	not later than 09/08/2016
8.	Submission of result to Exchange	not later than 09/08/2016
9.	Placing result and scrutinizer report on the Company's website	09/08/2016

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For IIFL Holdings Limited


Gajendra Thakur
Company Secretary



Place: Mumbai

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IIFL Holdings Limited

CIN: L74999MH1995PLC093797

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

Tel: (91-22) 41035000. Fax: (91-22) 25806654

E-mail: shareholders@indiaonline.com, Website: www.indiaonline.com

Postal Ballot Notice

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

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act) read together with Rule 22 of the Companies (Management and Administration) Rules 2014, (including any statutory modification or re-enactment thereof for the time being in force) to the shareholders to consider, and if thought fit, to pass, with or without modification/s, the following resolution as a Special Resolution by way of postal ballot.

The proposed Special Resolution and the explanatory statement thereto pursuant to Section 102 of the Companies Act, 2013 along with the Postal Ballot Form (the "Form") are enclosed with this Notice for your consideration. This Notice is being sent to those shareholders whose names appear in the Register of Members as on June 24, 2016.

The Board of Directors of the Company has appointed Mr. Mahesh Darji, (Membership No.: F7175) Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting and e-voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the form (no other form or photocopy thereof is permitted) duly complete, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 17:00 Hours (IST) on August 06, 2016.

Pursuant to Rule 22(15) of the Companies (Management and Administration) Rules, 2014 the Company is also offering e-voting facility to all its shareholders. Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions under the section "Voting through electronic means" in this notice.

The Scrutinizer will submit his report to the Chairman and the Chairman will announce the result of the postal ballot not later than August 09, 2016. The results will be communicated to the Stock Exchanges, Depositories and Share Transfer Agent and would be displayed on the Company's website www.indiaonline.com.

ITEM NO. 1

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules

made there under and such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" or any Committee of Board hereinafter constituted for the said purpose) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and/or acquire or invest by way of subscription, purchase or otherwise the securities of any subsidiary/group companies/any body corporate/person up to a limit not exceeding Rs. 20,000 Crore (Rupees Twenty Thousand Crore Only) notwithstanding that the aggregate of the loans, guarantees or securities or investments in all bodies corporate/person may exceed the limits prescribed under the said Section;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise to give effect to this resolution."

**By Order of the Board
For IIFL Holdings Limited**

**Gajendra Thakur
Company Secretary
ACS: 19285**

Date: May 05, 2016
Place: Mumbai

Registered Office: IIFL House,
Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area,
Wagle Estate, Thane -400604.
CIN:L74999MH1995PLC093797
e-mail: shareholders@indiaonline.com
Telephone No.- 022-41035000

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed special resolution at Item No. 1, is appended herein below along with Form for your consideration.
2. The Board has appointed Mr. Mahesh Darji, (Membership No.: F7175) Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot physical / e-voting process in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 24, 2016. Accordingly, the Members whose names appear in the Register of Members / List of Beneficial Owners (received from NSDL and CDSL) as on June 24, 2016 will be considered for the purpose of voting.
4. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of the Members.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to offer e-voting facility to the Members as an alternative to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their vote electronically. E-voting is optional. In case a Member has voted through e-voting facility as well as sends his/her vote through physical mode, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members desiring to opt for e-voting are requested to read the instructions provided below.
6. The Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants. Members who have not registered their e-mail address will receive this notice along with the Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical mode may download the Form from the link www.evoting.nsdl.com or from the 'Investor Relations' section on the Company's website www.indiaonline.com.
7. The resolution approved / voted by the Members through Postal Ballot/ e-voting are deemed to have been passed as if they have been passed at a General Meeting of Members. The date of declaration of results of the Postal Ballot/ e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
8. Members who wish to cast their votes through physical mode are requested to carefully read the instructions printed in the Form and return the Form duly completed along with assent (for) or dissent (against) for each resolution, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 17:00 Hours (IST) on August 06, 2016, to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member.
9. The Scrutinizer will submit his report to the Chairman and the result of postal ballot will be announced by the Chairman not later than August 09, 2016 and the same will also be posted on the website www.indiaonline.com.

VOTING THROUGH ELETRONIC MEANS

The instructions for Members voting electronically are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "IIFL.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of IIFL Holdings Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of

the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of Postal Ballot [for Members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads Section of www.evoting.nsdl.com

- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

- E. The e-voting period commences on July 08, 2016 [9:00 Hours (IST)] and ends on August 06, 2016 [17.00 Hours (IST)]. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 24, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Annexure to Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated 5th May, 2016

The following statement sets out all material facts relating to the business mentioned under the accompanying notice dated May 05, 2016

ITEM NO. 1

Your Company being in financial services and holding company of the subsidiaries of the group is required to make investments, give loans or provide security/guarantees to its subsidiaries/group or associate companies or other corporate as may be required from time to time.

Keeping in view the business requirements of the group, the Board of Directors of the Company have considered and approved the proposal to increase the present limits under Section 186 of the Companies Act, 2013 for making investments, giving loans to or providing guarantees in respect of borrowings undertaken by its subsidiaries/group or associate companies/any other bodies corporate from Rs. 10,000 Crore to Rs. 20,000 Crore. The funds required for the investments/loans may be sourced through internal accruals, issue proceeds and/or borrowings.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, the said proposal requires approval of the shareholders through a postal ballot process.

The Board of Directors accordingly recommend the resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members to be passed as a Special Resolution.

Your approval is sought by voting through Postal Ballot in terms of the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rule 2014.

None of the Directors or key managerial personnel's and their respective relatives are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

**By Order of the Board
For IIFL Holdings Limited**

Gajendra Thakur

Company Secretary

ACS: 19285

Date: May 05, 2016

Place: Mumbai

Registered Office: IIFL House,
Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area,
Wagle Estate, Thane -400604.
CIN:L74999MH1995PLC093797
e-mail: shareholders@indiainfoline.com
Telephone No.- 022-41035000

Encl:

1. Postal Ballot Form
2. Self Addressed and prepaid postage envelop

**IIFL Holdings Limited**

CIN: L74999MH1995PLC093797

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

Tel: (91-22) 41035000. Fax: (91-22) 25806654

E-mail: shareholders@indiainfoline.com, Website: www.indiainfoline.com

Postal Ballot Form

Please read carefully the instructions printed overleaf before completing this form

1. Name and Registered Address of the :
Sole/First named Member
2. Name(s) of the Joint Member(s), if any :
3. Registered folio No./ *DP ID No. and Client ID No. :
(*Applicable to investors holding shares
in dematerialized form)
4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated under Item No.1 in the Notice of Postal Ballot dated May 05, 2016, issued by the Company by sending my/our assent/dissent to the said Special Resolution by placing the tick mark(✓) in the appropriate column below:

Item No.	Brief particulars of the Resolution	Number of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Approval of Shareholders by way of special resolution for increasing limits for Loans/Investments/Corporate Guarantee by the Company.			

Place:

Date:

Signature of the Sole/First/Joint Member**ELECTRONIC VOTING PARTICULARS**The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

E voting Event Number (EVEN)	User ID	Password

Note: - Please read the instruction printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete this postal ballot form and send it to the Company in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on June 24, 2016.
3. The self-addressed envelope bears the address of the Company Registrar & Share Transfer Agent and will be kept in safe and will be handed over to the scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. The consent or dissent may be recorded by placing a tick (✓) in the last column against appropriate statement in the table given after point 4 of the postal ballot form.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
7. Duly completed envelopes addressed to the scrutinizer containing the postal ballot form should reach the scrutinizer, Mr. Mahesh Darji, Practising Company Secretary at C/13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078, not later than 17:00 Hours (IST) August 06, 2016. All postal ballot form received after the above time and date will be treated as if reply/postal ballot form from such shareholders has not been received.
8. In case of shares held by companies, trust, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority together with attached specimen signature(s) of the duly authorized signatories.
9. Members are requested not to send any other matter along with the postal ballot form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer.
10. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to shareholders@indiainfoline.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member
11. A shareholder need not use all his votes nor does he need to cast all his votes in the same way.
12. Scrutinizer's decision on the validity of Postal ballot shall be final.
13. The postal ballot shall not be exercised by a proxy.
14. Members are requested to fill postal ballot form in indelible ink (and avoid filing it by using erasable writing medium/s like pencil).