

December 22, 2020

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 NSE Symbol: IIFLSEC	The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 BSE Scrip Code: 542773
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Dear Sir/Madam,

Sub: Result of Postal Ballot and E-voting.

In continuation to our letter dated November 20, 2020, titled 'Postal Ballot Notice' please find enclosed:

- i) E-voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation(s), 2015. The same has also been uploaded in XBRL mode.
- ii) Report of Scrutinizer dated December 22, 2020.

The resolutions in the postal ballot notice have been deemed to be approved and passed on date of declaration of the results of the postal ballot i.e. December 22, 2020

The voting results along with the scrutinizer's report will also be made available on the Company's website.

Kindly take this on record and acknowledge receipt of this intimation.

For **IIFL Securities Limited**



Meghal Shah

Company Secretary

Email: secretarial@iifl.com

IIFL Securities Limited

Corporate Identity Number: **L99999MH1996PLC132983**

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: secretarial@iifl.com • Website: www.iiflsecurities.com

IIFL Securities Limited

Resolution Required : (Special)		1 - To approve to sell/ dispose/Lease asset(s) of the material subsidiary (ies)						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	95143214	95068214	99.9212	95068214	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		95068214	99.9212	95068214	0	100.0000	0.0000
Public Institutions	E Voting	64104243	30882318	48.1752	25763328	5118990	83.4242	16.5758
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30882318	48.1752	25763328	5118990	83.4242	16.5758
Public Non Institutions	E Voting	160362005	105327290	65.6810	105326483	807	99.9992	0.0008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105327290	65.6810	105326483	807	99.9992	0.0008
Total		319609462	231277822	72.3626	226158025	5119797	97.7863	2.2137

IIFL Securities Limited

Resolution Required : (Special)		2 - To approve buy back of equity shares						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	95143214	95068214	99.9212	95068214	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		95068214	99.9212	95068214	0	100.0000	0.0000
Public Institutions	E Voting	64104243	30882318	48.1752	30882318	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		30882318	48.1752	30882318	0	100.0000	0.0000
Public Non Institutions	E Voting	160362005	105227290	65.6186	105227075	215	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105227290	65.6186	105227075	215	99.9998	0.0002
Total		319609462	231177822	72.3313	231177607	215	99.9999	0.0001

IIFL Securities Limited

Resolution Required : (Ordinary)		3 - To appoint Mr. Anand Bathiya as an Independent Director on the Board of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	95143214	95068214	99.9212	95068214	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		95068214	99.9212	95068214	0	100.0000	0.0000
Public Institutions	E-Voting	64104243	30882318	48.1752	30756644	125674	99.5931	0.4069
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30882318	48.1752	30756644	125674	99.5931	0.4069
Public Non Institutions	E-Voting	160362005	105327290	65.6810	105317201	10089	99.9904	0.0096
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105327290	65.6810	105317201	10089	99.9904	0.0096
Total		319609462	231277822	72.3626	231142059	135763	99.9413	0.0587

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
IIFL Securities Limited
IIFL House, Sun Infotech Park,
Plot No.B-23, Thane Industrial Area,
Wagle Estate, Thane 400604.

Dear Sir,

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

The Board of Directors of **IIFL Securities Limited** ('the Company') vide its resolution passed on Friday, November 20, 2020, 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, November 20, 2020:

- To approve to sell/ dispose/Lease asset(s) of the material subsidiary (ies);
- To approve buy back of equity shares;
- To appoint Mr. Anand Bathiya as an Independent Director on the Board of the Company

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. 22/2020 dated June 15, 2020 read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, Nilesh Shah & Associates, Practicing Company Secretary represented by Ms. Hetal Shah (Membership No. FCS 8063), 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



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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.

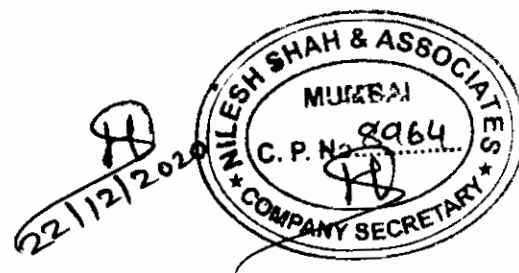
The Postal Ballot Notice dated Friday, November 20, 2020 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form only i.e. by email 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 General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 22/2020 dated June 15, 2020.

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, November 13, 2020 were entitled to vote on the resolutions as set out in the notice.

In this regard, we 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 by remote e-voting only on the platform provided by CDSL.



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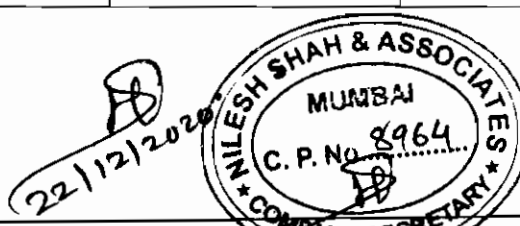
Company Secretaries

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 General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 22/2020 dated June 15, 2020 in respect of providing voting facility through postal ballot via electronic means.
3. The Postal Ballot voting (remote e-voting) period commenced Saturday, November 21, 2020, 09:00 a.m. (IST) and concluded on Sunday, December 20, 2020, 5:00 p.m. (IST) 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 was 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 to sell/ dispose/Lease asset(s) of the material subsidiary (ies):

(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	157	226158025	97.79%



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat 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

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(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	31	5119797	2.21%

(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	1	4739080

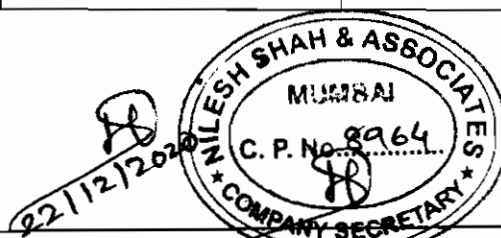
b. Resolution No. 2 (Special Resolution): To approve buy back of equity shares:

(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	181	231177607	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 Electronic Means	6	215	0.01%



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

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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	4839080

c. **Resolution No. 3 (Ordinary Resolution):** To appoint Mr. Anand Bathiya as an Independent Director on the Board of the Company:

(i) Voted in favour of the resolution:

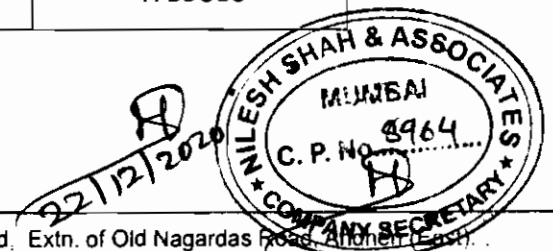
Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	178	231142059	99.94%

(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	10	135763	0.06%

(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	1	4739080



NILESH SHAH & ASSOCIATES

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Ref.: _____


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.

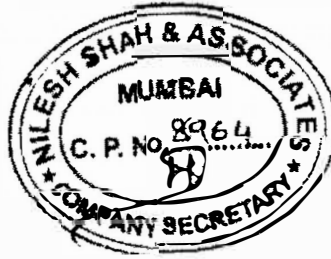
Thanking You,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries


22/12/2020.

Hetal Shah
Partner
Membership No.: FCS 8063
CP No. 8964



UDIN: F008063B001597574

Place: Mumbai

Date: 22.12.2020