



February 5, 2026

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL</b>
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**Subject: Outcome of Postal Ballot and submission of remote e-voting results along with the Scrutinizer's Report**

Dear Sir/Madam,

This is with the reference to our earlier intimation dated January 5, 2026, regarding submission of the Notice of Postal Ballot ("Notice"), along with the Explanatory Statement for seeking the approval of Members of IIFL Finance Limited (the "Company"), by means of postal ballot by way of remote e-voting process ("Remote E-voting"), on special businesses as set out below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	To consider and approve the enhancement of borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013	Special Resolution
2.	To consider and approve the enhancement of limits under Section 180(1)(a) of the Companies Act, 2013	Special Resolution

In this regard and based on the Scrutinizer's Report dated February 5, 2026, we wish to inform you that the aforesaid resolutions have been passed by Members of the Company with the requisite majority and are deemed to have been passed on February 5, 2026 (the last day of Remote E-voting).

Accordingly, we hereby submit the following:

- a) Details of the Voting Results of Postal Ballot pursuant to the Regulation 44(3) of the Listing Regulations on Special Resolutions specified in the Notice dated December 25, 2025; and
- b) Scrutinizer's Report on the Remote E-voting.

**IIFL Finance Limited  
CIN No.: L67100MH1995PLC093797**

Corporate Office – 802, 8<sup>th</sup> Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

Tel: (91-22) 6788 1000 .Fax: (91-22) 6788 1010

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

Tel: (91-22) 41035000. Fax: (91-22) 25806654 E-mail: [csteam@iifl.com](mailto:csteam@iifl.com) Website: [www.iifl.com](http://www.iifl.com)



The Voting Results of Postal Ballot along with the Scrutinizer's Report are available on the website of the Company i.e. [www.iifl.com](http://www.iifl.com) and will also be made available on the website of MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited") i.e. <https://instavote.linkintime.co.in>

Kindly take the same on record and oblige.

Thanking you,

For **IIFL Finance Limited**

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**Samrat Sanyal**  
**Company Secretary & Compliance Officer**  
**Email Id: [csteam@iifl.com](mailto:csteam@iifl.com)**  
**Place: Mumbai**

Encl: as above

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Sr. No.	Description	Particulars
1	<b>Name of the Company</b>	IIFL Finance Limited
2	<b>Date of the AGM/EGM</b>	Not Applicable (Since the resolutions outlined in the Notice dated December 25, 2025, are deemed to have been passed through Postal Ballot)
3	<b>Total number of shareholders on Record Date (January 2, 2026)</b>	1,36,109
4	<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
	Promoters and Promoter Group	Not Applicable
	Public	
5	<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
	Promoters and Promoter Group	Not Applicable
	Public	

**The following is the summary of item of special businesses as per the Notice dated December 25, 2025, transacted by means of postal ballot by way of Remote E-voting:**

Item No.	Item Description	Resolution Type	Result
1.	To consider and approve the enhancement of borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013	Special Resolution	Passed with requisite majority
2.	To consider and approve the enhancement of limits under Section 180(1)(a) of the Companies Act, 2013	Special Resolution	Passed with requisite majority

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Resolution Required: Special			1 - To consider and approve the enhancement of borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013						
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	10,56,74,667	9,45,63,556	89.49	9,45,63,556	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>9,45,63,556</b>	<b>89.49</b>	<b>9,45,63,556</b>	-	<b>100.00</b>	-	
Public Institutions	E-Voting	15,71,05,458	11,35,78,042	72.29	10,99,25,241	36,52,801	96.78	3.22	
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>11,35,78,042</b>	<b>72.29</b>	<b>10,99,25,241</b>	<b>36,52,801</b>	<b>96.78</b>	<b>3.22</b>	
Public Non Institutions	E-Voting	16,24,47,802	8,51,38,430	52.41	8,51,37,215	1,215	100.00	0.00	
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>8,51,38,430</b>	<b>52.41</b>	<b>8,51,37,215</b>	<b>1,215</b>	<b>100.00</b>	<b>0.00</b>	
<b>Total</b>		<b>42,52,27,927</b>	<b>29,32,80,028</b>	<b>68.97</b>	<b>28,96,26,012</b>	<b>36,54,016</b>	<b>98.75</b>	<b>1.25</b>	

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Resolution Required :Special			2 - To consider and approve the enhancement of limits under Section 180(1)(a) of the Companies Act, 2013						
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	10,56,74,667	9,45,63,556		89.49	9,45,63,556	-	100.00	-
	Poll		-		-	-	-	-	-
	Postal Ballot		-		-	-	-	-	-
	<b>Total</b>		<b>9,45,63,556</b>		<b>89.49</b>	<b>9,45,63,556</b>	-	<b>100.00</b>	-
Public Institutions	E-Voting	15,71,05,458	11,35,78,042		72.29	10,99,25,241	36,52,801	96.78	3.22
	Poll		-		-	-	-	-	-
	Postal Ballot		-		-	-	-	-	-
	<b>Total</b>		<b>11,35,78,042</b>		<b>72.29</b>	<b>10,99,25,241</b>	<b>36,52,801</b>	<b>96.78</b>	<b>3.22</b>
Public Non Institutions	E-Voting	16,24,47,802	8,51,38,430		52.41	8,51,37,215	1,215	100.00	0.00
	Poll		-		-	-	-	-	-
	Postal Ballot		-		-	-	-	-	-
	<b>Total</b>		<b>8,51,38,430</b>		<b>52.41</b>	<b>8,51,37,215</b>	<b>1,215</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>42,52,27,927</b>	<b>29,32,80,028</b>		<b>68.97</b>	<b>28,96,26,012</b>	<b>36,54,016</b>	<b>98.75</b>	<b>1.25</b>

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# NILESH SHAH & ASSOCIATES

Company Secretaries

## Report of Scrutinizer

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

To,  
The Chairman,  
**IIFL Finance Limited**  
IIFL House, Sun Infotech Park, Road No. 16V,  
Plot No. B-23, Thane Industrial Area,  
Wagle Estate, Thane – 400 604.

Dear Sir,

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

The Board of Directors of **IIFL Finance Limited** ("the Company") vide its Resolution passed on December 25, 2025 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 Postal Ballot Notice ("Notice") dated December 25, 2025:

1. To consider and approve the enhancement of borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013.
2. To consider and approve the enhancement of limits under Section 180(1)(a) of the Companies Act, 2013.

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, along with subsequent circulars, the latest being General Circular No. 3/2025 dated September 22, 2025 (the "MCA Circulars") (collectively referred as 'MCA Circulars') read along with applicable provisions of Securities and



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Peer Review No: 6454 / 2025

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Tel.: 9820180091 Email: [nilesh@ngshah.com](mailto:nilesh@ngshah.com); [ngshah.cs@gmail.com](mailto:ngshah.cs@gmail.com)

# NILESH SHAH & ASSOCIATES

Company Secretaries

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, Nilesh Shah & Associates, Practicing Company Secretary represented by Mr. Nilesh Shah (Membership No. FCS 4554), Partner have been 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 framed thereunder relating to voting through postal ballot via remote e-voting means on the resolution contained in the Notice. 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" or "Invalid / Abstain Votes" on the resolution as stated above, based on the reports generated from the e-voting system provided by the MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("MUFG Intime"), the authorized agency to provide e-voting facilities, engaged by the Company.

The Notice dated December 25, 2025 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 as on the cut-off date of January 02, 2026 were entitled to vote on the resolution as set out in the Notice.

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Tel.: 9820180091 Email: [nilesh@ngshah.com](mailto:nilesh@ngshah.com); [ngshah.cs@gmail.com](mailto:ngshah.cs@gmail.com)



# NILESH SHAH & ASSOCIATES

Company Secretaries

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 MUFG Intime.
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 was from Wednesday, January 07, 2026 at 9:00 A.M. up to Thursday, February 05, 2026 at 5:00 P.M. and the e-voting module was disabled for voting 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' or 'Invalid / Abstain' the resolution were downloaded from the e-voting website of MUFG Intime.
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 per Annexures Attached:



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# NILESH SHAH & ASSOCIATES

Company Secretaries

## Recommendation:

In view of the voting results as contained in the Annexures, the resolutions may 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  
Peer Review No. 6454 / 2025  
UDIN: F004554G003880943

Countersigned  
For IIFL Finance Limited



Samrat Sanyal  
Company Secretary and  
Compliance Officer  
ACS No. 13863

Place: Mumbai  
Date: 05.02.2026



# NILESH SHAH & ASSOCIATES

Company Secretaries

## Annexure I to Report of Scrutinizer

**Resolution No. 1 (Special Resolution):** To consider and approve the enhancement of borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013.

**(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	406	289626012	98.75

**(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	46	3654016	1.25

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

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	5	0	14143202

**Note:**

1. There are no invalid votes
2. The percentages are rounded off upto two decimal points
3. No votes are rejected



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# NILESH SHAH & ASSOCIATES

Company Secretaries

**Resolution No. 2 (Special Resolution):** To consider and approve the enhancement of limits under Section 180(1)(a) of the Companies Act, 2013.

**(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	406	289626012	98.75

**(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	46	3654016	1.25

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

Type of Voting	Total number of members whose votes were declared invalid / Abstained	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	5	0	14143202

**Note:**

1. There are no invalid votes
2. The percentages are rounded off upto two decimal points
3. No votes are rejected



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