

To,

The Chairman appointed by the Hon'ble National Company Law Tribunal,
Mumbai Bench for the Secured Creditors of
IIFL Wealth Prime Limited
IIFL Centre, 6th Floor, Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400013

Dear Sir,

Sub: Scrutinizer's Report on e-voting pursuant to Order dated December 22, 2021 of National Company Law Tribunal ("NCLT") convened meeting of the Unsecured Creditors of IIFL Wealth Prime Limited held on Friday, January 28, 2022 at 2.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, J. U. Poojari, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer pursuant to Order dated December 22, 2021 of National Company Law Tribunal ("NCLT") to scrutinize the e-voting process at the NCLT convened meeting of Unsecured Creditors of IIFL Wealth Prime Limited held on Friday, January 28, 2022 at 2.00 p.m. (IST) through VC/OAVM, in compliance with the provisions of the Companies Act, 2013 read with applicable Rules made thereunder in respect of the below mentioned resolution proposed at the said meeting.

The notice dated December 27, 2021, convening the NCLT convened meeting of the Unsecured Creditors, as confirmed by the Company was sent to the Unsecured Creditors in respect of the below mentioned resolution proposed to be passed at the meeting through electronic mode to those Unsecured Creditors whose email addresses are registered with the Company and by courier to those unsecured creditors of the Company whose email addresses are not registered with the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for providing e-voting at the NCLT convened meeting of the Unsecured Creditors.

The unsecured creditors of the Company as on the cut-off date, i.e. September 30, 2021 were entitled to vote on the resolution as contained in the Notice of the meeting.

After the closure of e-voting at the NCLT convened meeting of the Unsecured Creditors, the report on e-voting done during the meeting were unblocked and counted.

I have scrutinized and reviewed the e-voting at the NCLT convened meeting of the Unsecured Creditors and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to e-voting at the NCLT convened meeting of the Unsecured Creditors on the resolution contained in the notice.

My responsibility as scrutinizer for the e-voting at the NCLT convened meeting of the Unsecured Creditors is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

I now submit my report as under on the result of the e-voting at the meeting of the Unsecured Creditors in respect of the following Resolution set out in the Notice of the meeting..

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (“Tribunal”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution from time to time), the arrangement embodied in the Composite Scheme of Arrangement amongst IIFL Wealth Capital Markets Limited and IIFL Wealth Prime Limited and IIFL Wealth Distribution Services Limited and their respective shareholders and creditors (“Scheme”), be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such ancillary and incidental acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Resolution:(i) Voted **in favour** of the resolution:

Number of Unsecured Creditors present and voting (through Authorised representative)	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	% of total value of valid votes cast
19	Rs. 1,17,22,24,231	100.00

(ii) Voted **against** the resolution:

Number of Unsecured Creditors present and voting (through Authorised representative)	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	% of total value of valid votes cast
NIL	NIL	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of Unsecured Creditors (through Authorised Representative) whose votes were declared invalid	Total value of votes (in terms of amount outstanding) cast by them (in Rs.)
NIL	NIL

Based on the aforesaid voting results, the resolution has been passed unanimously.

Thanking you,
Yours faithfully,

Jayaram U. Poojari, Scrutinizer
Practising Company Secretary
FCS: 8102 CP No.: 8187
Parikh & Associates
111,11th Floor, Sai Dwar CHS Ltd,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai – 400053

Place: Mumbai
Dated: January 28, 2022
UDIN: F008102C002327518