

March 31, 2022

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.

BSE Scrip Code: 542772

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.

NSE Symbol: IIFLWAM

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the Board of Directors of IIFL Wealth Management Limited ("**Company**"), at its meeting held on Wednesday, March 30, 2022, have, *inter alia*, approved the execution of a letter agreement ("**Letter Agreement**") by the Company with BC Asia Investments X Limited ("**Investor**"), pursuant to which the Company has entered into the Letter Agreement today i.e. March 31, 2022. The Letter Agreement has been entered into in connection with the share purchase agreement dated 30 March, 2022, executed by and amongst the Investor and General Atlantic Singapore Fund Pte. Ltd and FIH Mauritius Investments Ltd, certain public shareholders of the Company ("**SPA**"), pursuant to which the Investor is purchasing an aggregate of 22,155,000 (twenty-two million one hundred fifty-five thousand) equity shares of the Company ("**Sale Shares**"). The equity shares of the Company are being purchased at a price of Rs. 1,661/- per equity share.

The Company is not a party to the SPA and the effectiveness of the Letter Agreement is conditional upon the Investor's purchase of the Sale Shares.

To clarify, the Letter Agreement does not impact the management and control of the Company. The disclosures required in terms of Clause B(5) of Annexure I of the SEBI circular dated September 9, 2015, bearing reference no. CIR/CFD/CMD/4/2015 are set out in "**Annexure A**" to this letter.

We request you to kindly take the above on record.

Thanking you.
Yours Truly,
For IIFL Wealth Management Limited

Rohit Bhase
Company Secretary
(ACS: 21409)
Email: secretarial@iiflw.com
Encl: a/a

IIFL WEALTH MANAGEMENT LIMITED

Corporate & Registered Office:
IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

Annexure A

Name(s) of parties with whom the agreement is entered	BC Asia Investments X Limited (“Investor”) (not a member of the promoter and promoter group of the Company).
Purpose of entering into the agreement	For the purposes of facilitating certain actions arising from the sale and purchase of equity shares under the share purchase agreement dated March 30, 2022 (“SPA”), executed by and amongst the Investor, General Atlantic Singapore Fund Pte. Ltd (the “Seller 1”) and FIH Mauritius Investments Ltd , pursuant to which the Investor is purchasing an aggregate of 22,155,000 (twenty-two million one hundred fifty-five thousand) equity shares (“Sale Shares”) of the Company.
Size of agreement	Not applicable.
Shareholding, if any, in the entity with whom the agreement is executed	Nil. The Company does not hold any shares in the Investor.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The Letter Agreement, <i>inter-alia</i>, provides for:</p> <p>(a) details of various approvals required to be obtained by the Company and/ or its subsidiaries from and filings and intimations required to be made by the Company and/or its subsidiaries to regulatory authorities for consummation of the transactions contemplated under the SPA;</p> <p>(b) certain corporate actions that the Company is required to undertake in connection with the sale and purchase of the aforesaid equity shares i.e., subject to necessary approvals including the approval of the Board of Directors and the shareholders of the Company having been obtained: (i) the right of the Investor to nominate for appointment, directors on the board of directors of the Company, such right being subject to specified shareholding thresholds, with effect from completion of the SPA; and (ii) termination of the shareholders’ agreement <i>inter alia</i>, between the Company and Seller 1 prior to completion of the SPA and with effect from the completion of the SPA and</p> <p>(c) amendment of articles in relation to the above.</p>

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Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Investor is not related to the promoter / promoter group / group companies of the Company in any manner and <i>vice versa</i> .
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	No. The Company and the Investor are not related parties.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable.
In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not applicable.
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	As mentioned above, the Letter Agreement, <i>inter alia</i> , provides for the right of the Investor to nominate for appointment, directors on the board of directors of the Company, subject to specified shareholding thresholds, with effect from consummation of transactions contemplated under the SPA subject to compliance with applicable laws.
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

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