



May 13, 2019

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.
Tel no.: 22721233
Fax No.: 22723719
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

Dear Sir/ Madam,

SUB: Disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

REF: Composite Scheme of Arrangement amongst IIFL Holdings Limited ("Company"), India Infoline Media and Research Services Limited ("IIFL M&R"), IIFL Securities Limited ("IIFL Securities"), IIFL Wealth Management Limited ("IIFL Wealth"), India Infoline Finance Limited ("IIFL Finance"), IIFL Distribution Services Limited ("IIFL Distribution"), and their respective shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

In furtherance of our intimation dated March 15, 2019, we wish to inform the stock exchanges that the board of directors of the Company ("Board") at their meeting held today i.e. May 13, 2019 has decided as follows:

1. To make the Scheme effective from the respective Appointed Dates, except for merger of Indian Infoline Finance Limited with IIFL Holding Limited. The said merger shall be made effective on receipt of the requisite licence/ registrations by the Company to carry on the lending business.
2. Following parts of the Scheme shall be effective:
 - (i) amalgamation of IIFL M&R with the Company;
 - (ii) demerger of the Securities Business Undertaking (as defined in the Scheme) of the Company into IIFL Securities;
 - (iii) demerger of the Wealth Business Undertaking (as defined in the Scheme) of the Company into IIFL Wealth; and

IIFL Holdings Limited
CIN No.: L74999MH1995PLC093797

Corporate Office – IIFL Centre, Kamala City, SenapatiBapat 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@iifl.com Website: www.iifl.com

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- (iv) transfer of the Broking and Depository Participant Business Undertaking (as defined in the Scheme) of IIFL Wealth to its wholly owned subsidiary i.e., IIFL Distribution, on a going-concern basis.
3. Inconsideration whereof:
- (i) Every shareholder of the Company on the Record Date shall be issued and allotted 1 (One) fully paid equity share of INR 2 each of IIFL Securities for every 1 (One) fully paid equity share of INR 2 each held in the Company; and
- (ii) Every shareholder of the Company on the Record Date shall be issued and allotted 1 (One) fully paid equity share of INR 2 each of IIFL Wealth for every 7 (Seven) fully paid equity shares of INR 2 each held in the Company.
4. For the purpose of determining the eligible shareholders of the Company entitled to receive equity shares of IIFL Securities Limited and IIFL Wealth Management Limited, the Board of directors has authorised the committee for fixing the Record Date, which shall be communicated in due course.
5. Further to make merger of India Infoline Finance Limited with IIFL Holding Limited effective, in terms of clause 38 and 39 of the Scheme, the Board of directors of the Company have decided that to carry out the modifications in the object clause and change the name of the Company from IIFL Holdings Limited to IIFL Finance Limited, subject to necessary approvals.

Thanking you,

Yours faithfully,

For IIFL Holdings Limited

Gajendra Thakur

Company Secretary



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