



October 1, 2018

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 Fax No.: 22723719/ 22723121/ 22722037/ 22722041/ 22722061 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
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Dear Sir,

Subject: Update on Composite Scheme of Arrangement

This is with reference to our intimations dated January 31, 2018 and September 12, 2018 with regard to proposed reorganisation of the Company and its Subsidiaries. In this regard further to the receipt of enclosed addendum to the observation letters from NSE and BSE on the draft Composite Scheme of Arrangement, the Company has since incorporated the observations and the updated draft scheme is also uploaded on the website of the Company at <https://www.iifl.com/investor-relations/corporate-announcements>.

Pursuant to the above, the Company has filed today i.e. October 01, 2018, an application with National Company Law Tribunal ['NCLT'], Mumbai Bench for the approval on the draft Composite Scheme of Arrangement

Kindly take the above on your record and oblige.

Thanking You,

Yours faithfully,

For IIFL Holdings Limited

**Gajendra Thakur
Company Secretary**

Place: Mumbai

email: csteam@iifl.com



IIFL Holdings Limited

CIN No.: L74999MH1995PLC093797

Corporate Office – IIFL Centre, Kamala City, Senapati Bapat 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

DCS/AMAL/BA/R37/1279/2018-19

September 28, 2018

The Company Secretary,
IIFL Holdings Limited
IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate,
Thane, Maharashtra, 400604

Sir,

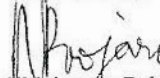
Sub: Observation letter regarding the Draft Scheme of Arrangement among IIFL Holdings Limited, India Infoline Media and Research Services Limited, IIFL Securities Limited, IIFL Wealth Management Limited, India Infoline Finance Limited and IIFL Distribution Services Limited.

Kindly refer to our letter DCS/AMAL/BA/R37/1266/2018-19 dated September 14, 2018 forwarding our comments on the captioned matter.

In this regard, in view of submission from you vide letter dated September 21, 2018 and SEBI letter dated September 26, 2018, SEBI comment(s) at bullet points 2 and 3 of BSE letter dated September 14, 2018 have been revised to as follows:

- "Company shall ensure that the status of Kranti Sinha and Arun Kumar Purwar, who appear in the defaulter list of RBI, is disclosed in the scheme and before the NCLT."
- "Company shall ensure that the pending consent application of India Infoline Limited (now IIFL Securities Limited) is disclosed in the scheme and before the NCLT."

Yours faithfully,



Nithinkumar Pujari
Senior Manager

Ref: NSE/LIST/15624

September 27, 2018

The Company Secretary
IIFL Holdings Limited
IIFL Centre, Trade Centre,
Off Senapati Bapat Marg,
Lower Parel, Mumbai - 400013.

Kind Attn.: Mr. Gajendra Thakur

Dear Sir,


Sub: Observation Letter for the draft Composite Scheme of Arrangement amongst the Company, India Infoline Media and Research Services Limited, IIFL Securities Limited, IIFL Wealth Management Limited, India Infoline Finance Limited, IIFL Distribution Services Limited, and their respective shareholders.

Kindly refer to our letter NSE/LIST/15624 dated September 11, 2018, forwarding our comments on the captioned matter.

In this regard, in view of submission from you vide letter dated September 21, 2018 and SEBI letter dated September 26, 2018, comments at para 2(b) and 2(c) of NSE letter dated September 11, 2018 have been revised to as follows:

- b. The Company is advised that the status of Kranti Sinha and Arun Kumar Purwar, who appear in the defaulter list of RBI, is disclosed in the Scheme and before the NCLT.*
- c. The Company is advised that the pending consent application of India Infoline Limited (now IIFL Securities Limited) is disclosed in the scheme and before NCLT.*

Yours faithfully,
For **National Stock Exchange of India Limited**


Divya Poojari
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm