

Annexure  
Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Part-A- Details of the Acquisition**

Name of the Target Company (TC)	IIFL Holdings Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer/Purchaser: FIH Mauritius Investments Ltd PAC: HWIC Asia Fund (Class A Shares) ("PAC 1"), I Investments Limited ("PAC 2") and FIH Private Investments Ltd ("PAC 3") (PAC 1, PAC 2 and PAC 3 are collectively referred to as "PAC").		
Whether the acquirer belongs to Promoter/Promoter group	The Acquirer and PAC do not belong to the promoter and promoter group of the TC.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)

Before the acquisition under consideration, holding of acquirer along with PACs of:	Combined shareholding of the Acquirer and PACs in the TC.		
a) Shares carrying voting rights	<u>Acquirer:</u> Nil	<u>Acquirer:</u> Nil	<u>Acquirer:</u> Nil
	<u>PAC 1:</u> 27,910,000 equity shares	<u>PAC 1:</u> 8.87% of the total paid up share capital of the TC	<u>PAC 1:</u> 8.87% of the diluted share/voting capital of the TC
	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil
	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c)	<u>Acquirer:</u> Nil	<u>Acquirer:</u> Nil	<u>Acquirer:</u> Nil
	<u>PAC 1:</u> 27,910,000 equity shares	<u>PAC 1:</u> 8.87% of the total paid up share capital of the TC	<u>PAC 1:</u> 8.87% of the diluted share/voting capital of the TC
	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil
	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil

<b>Details of acquisition/sale</b>	a) Shares carrying voting rights acquired	<u>Acquirer:</u> 68,788,445	<u>Acquirer:</u> 21.85% of the total paid up share capital of the TC	<u>Acquirer:</u> 21.85% % of the diluted share/voting capital of the TC
		<u>PAC 1:</u> Nil	<u>PAC 1:</u> Nil	<u>PAC 1:</u> Nil
		<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil
		<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil
	b) VRs acquired otherwise than by equity shares	-	-	-
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
	d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	-	-	-
	e) Total (a+b+c+/-d)	<u>Acquirer:</u> 68,788,445	<u>Acquirer:</u> 21.85% of the total paid up share capital of the TC	<u>Acquirer:</u> 21.85% of the diluted share/voting capital of the TC
		<u>PAC 1:</u> Nil	<u>PAC 1:</u> Nil	<u>PAC 1:</u> Nil
		<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil
	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil	
<b>After the acquisition, holding of acquirer along with PACs of:</b>	Combined shareholding of Acquirer and PACs in the TC.			
	a) Shares carrying voting rights	<u>Acquirer:</u> 68,788,445	<u>Acquirer:</u> 21.85% of the total paid up share capital of the TC	<u>Acquirer:</u> 21.85% of the diluted share/voting capital of the TC
		<u>PAC 1:</u> 27,910,000	<u>PAC 1:</u> 8.87% of the total paid up share capital of the TC	<u>PAC 1:</u> 8.87% of the diluted share/voting capital of the TC
		<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil	<u>PAC 2:</u> Nil
		<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil	<u>PAC 3:</u> Nil
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	-	-	-	
c) VRs otherwise than by equity shares	-	-	-	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify	-	-	-	

holding in each category) after acquisition			
e) Total (a+b+c)	Acquirer: 68,788,445	Acquirer: 21.85% of the total paid up share capital of the TC	Acquirer: 21.85% of the diluted share/voting capital of the TC
	PAC 1: 27,910,000	PAC 1: 8.87% of the total paid up share capital of the TC	PAC 1: 8.87% of the diluted share/voting capital of the TC
	PAC 2: Nil	PAC 2: Nil	PAC 2: Nil
	PAC 3: Nil	PAC 3: Nil	PAC 3: Nil
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Open market		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	68,788,445 equity shares having face value of Re. 2 (Rupee two only) each of the TC representing 21.85% of the total paid up equity share capital of the TC and 21.85 % of the diluted share/voting capital of the TC		
Date of acquisition of/ <del>date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares</del> in the TC.	November 30, 2015		
Equity share capital / total voting capital of the TC before the said acquisition	311,142,948 equity shares having a face value of Re. 2 each		
Equity share capital/ total voting capital of the TC after the said acquisition	314,801,853 equity shares having a face value of Re. 2 each		
Total diluted share/voting capital of the TC after the said acquisition	314,801,853 equity shares having a face value of Re. 2 each		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer/ Authorised Signatory:



Place: Mauritius

Date: December 3, 2015



**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.