

# FIH Mauritius Investments Ltd

Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene 72201, Mauritius  
Tel: (230) 464 3040 Fax: (230) 468 1936

February 10, 2017

The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
India

**Sub: Compliance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“Takeover Regulations”).**

**Security ID: IIFL  
Scrip Code: 532636**

Dear Sir/Madam:

We, FIH Mauritius Investments Ltd, the undersigned, hereby inform you that we are making the filing under Regulation 29(2) of the Takeover Regulations.

Please find attached the disclosure relating to acquisition of shares in the format as prescribed under the Takeover Regulations.

Kindly take the above on record.

Please acknowledge receipt.

Thank you,

Yours faithfully

  
Amy Tan  
Authorised Signatory



Encl.: See attached

Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	IIFL Holdings Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p><u>Acquirer</u>: FIH Mauritius Investments Ltd (“<b>Acquirer</b>”)</p> <p><u>PAC</u>: HWIC Asia Fund (Class A Shares) (“<b>PAC 1</b>”), and FIH Private Investments Ltd (“<b>PAC 2</b>”) (PAC 1 and PAC 2 are collectively referred to as “<b>PAC</b>”)</p>		
Whether the acquirer belongs to Promoter/ Promoter group	The Acquirer and PAC <u>do not</u> 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/ <del>disposal</del> as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>	Combined shareholding of Acquirer and PACs in the TC.		
a) Shares carrying voting rights	Acquirer: 68,788,445 equity shares	Acquirer: 21.66% of the total paid up share capital of the TC	Acquirer: 21.66% of the diluted share/ voting capital of the TC
	PAC 1: 27,910,000 equity shares	PAC 1: 8.79% of the total paid up share capital of the TC	PAC 1: 8.79% of the diluted share/ voting capital of the TC
	PAC 2: Nil	PAC 2: Nil	PAC 2: Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by 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+d)	Acquirer: 68,788,445 equity shares	Acquirer: 21.66% of the total paid up share capital of the TC	Acquirer: 21.66% of the diluted share/ voting capital of the TC
	PAC 1: 27,910,000 equity shares	PAC 1: 8.79% of the total paid up share capital of the TC	PAC 1: 8.79% of the diluted share/ voting capital of the TC
	PAC 2: Nil	PAC 2: Nil	PAC 2: Nil

<b>Details of acquisition/-sale</b>			
a) Shares carrying voting rights acquired/ sold	Acquirer: 15,853,000 equity shares  PAC 1: Nil  PAC 2: Nil	Acquirer: 4.99% of the total paid up share capital of the TC  PAC 1: Nil  PAC 2: Nil	Acquirer: 4.99% of the diluted share/ voting capital of the TC  PAC 1: Nil  PAC 2: Nil
b) VRs acquired/ <del>sold</del> otherwise than by 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/ <del>sold</del>	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	Acquirer: 15,853,000 equity shares  PAC 1: Nil  PAC 2: Nil	Acquirer: 4.99% of the total paid up share capital of the TC  PAC 1: Nil  PAC 2: Nil	Acquirer: 4.99% of the diluted share/ voting capital of the TC  PAC 1: Nil  PAC 2: Nil
<b>After the acquisition/-sale, holding of:</b>			
a) Shares carrying voting rights	Acquirer: 84,641,445 equity shares  PAC 1: 27,910,000 equity shares  PAC 2: Nil	Acquirer: 26.65% of the total paid up share capital of the TC  PAC 1: 8.79% of the total paid up share capital of the TC  PAC 2: Nil	Acquirer: 26.65% of the diluted share/ voting capital of the TC  PAC 1: 8.79% of the diluted share/ voting capital of the TC  PAC 2: Nil
b) Shares encumbered with the acquirer	-	-	-
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+d)	Acquirer: 84,641,445 equity shares  PAC 1: 27,910,000 equity shares  PAC 2: Nil	Acquirer: 26.65% of the total paid up share capital of the TC  PAC 1: 8.79% of the total paid up share capital of the TC  PAC 2: Nil	Acquirer: 26.65% of the diluted share/ voting capital of the TC  PAC 1: 8.79% of the diluted share/ voting capital of the TC  PAC 2: Nil

Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc.)	Off-market transaction for purchase of the aforementioned shares of the TC
Date of acquisition/ <del>sale</del> of shares/ <del>VR or date of receipt of intimation of allotment of shares, whichever is applicable.</del>	February 8, 2017
Equity share capital / total voting capital of the TC before the said acquisition/ <del>sale</del>	317,597,153 equity shares having a face value of INR 2 each
Equity share capital/ total voting capital of the TC after the said acquisition/ <del>sale</del>	317,597,153 equity shares having a face value of INR 2 each
Total diluted share/voting capital of the TC after the said acquisition	317,597,153 equity shares having a face value of INR 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 Authorised Signatory**

  
  
 Place: Mauritius  
 Date: 10<sup>th</sup> February 2017