

**Disclosure 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>Seller:</u></p> <p>Mr. Nirmal Bhanwarlal Jain</p> <p><u>PAC:</u></p> <ol style="list-style-type: none"> <li>1. Venkataraman Rajamani</li> <li>2. Madhu N Jain</li> <li>3. Aditi Athavankar</li> <li>4. Ardent Impex Pvt Ltd</li> <li>5. Orpheus Trading Pvt Ltd</li> <li>6. Aditi Athavankar (in her capacity as trustee of Kalki Family Private Trust)</li> <li>7. Mansukhlal Jain &amp; Harshita Nirmal Jain (in their capacity as trustee of Nirmal Madhu Family Private Trust)</li> </ol> <p><i>Please refer to Note 1 below.</i></p>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<ol style="list-style-type: none"> <li>1. BSE Limited</li> <li>2. National Stock Exchange of India Limited</li> </ol>		
Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition/disposal under consideration, holding of :</b>			
a) Shares carrying voting rights			
- Venkataraman Rajamani	1,09,09,432	3.43	3.43
- Nirmal Bhanwarlal Jain	5,12,52,000	16.09	16.09

- Madhu N Jain	1,70,00,000	5.34	5.34
- Aditi Athavankar	2,00,000	0.06	0.06
- Ardent Impex Pvt Ltd	27,00,000	0.85	0.85
- Orpheus Trading Pvt Ltd	13,00,000	0.41	0.41
- Aditi Athavankar (in her capacity as trustee of Kalki Family Private Trust)	90,00,000	2.83	2.83
- Ms. Harshita Nirmal Jain & Mr. Mansukhlal Jain (in their capacity as trustee of Nirmal Madhu Family Private Trust)	Nil	Nil	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)			
<b>e) Total (a+b+c+d)</b>	<b>9,23,61,432</b>	<b>29.01</b>	<b>29.01</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold			
- Nirmal Bhanwarlal Jain	(33,00,000)	(1.04)	(1.04)
- Venkataraman Rajamani	-	-	-
- Madhu N Jain	-	-	-
- Aditi Athavankar	-	-	-
- Ardent Impex Pvt Ltd	-	-	-
- Orpheus Trading Pvt Ltd	-	-	-
- Aditi Athavankar (in her capacity as trustee of Kalki Family Private Trust)	-	-	-
- Ms. Harshita Nirmal Jain & Mr. Mansukhlal Jain (in their capacity as trustee of Nirmal Madhu Family Private	-	-	-

Trust)			
b) VRs acquired /sold 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/sold			
d) Shares encumbered / invoked/released by the acquirer.			
<b>e) Total (a+b+c+/-d)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<i>Please refer to Note 1 below.</i>	<i>Please refer to Note 1 below.</i>	<i>Please refer to Note 1 below.</i>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights			
- Venkataraman Rajamani	10,909,432	3.43	3.43
- Nirmal Bhanwarlal Jain	4,79,52,000	15.05	15.05
- Madhu N Jain	1,70,00,000	5.34	5.34
- Aditi Athavankar	2,00,000	0.06	0.06
- Ardent Impex Pvt Ltd	27,00,000	0.85	0.85
- Orpheus Trading Pvt Ltd	13,00,000	0.41	0.41
- Aditi Athavankar (in her capacity as trustee of Kalki Family Private Trust)	90,00,000	2.83	2.83
- Ms. Harshita Nirmal Jain & Mr. Mansukhlal Jain (in their capacity as trustee of Nirmal Madhu Family Private Trust)	33,00,000	1.04	1.04
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			
<b>e) Total (a+b+c+d)</b>	<b>9,23,61,432</b>	<b>29.01</b>	<b>29.01</b>

	<i>Please refer to Note 1 below.</i>	<i>Please refer to Note 1 below.</i>	<i>Please refer to Note 1 below.</i>
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Inter-se transfer by the way of gift. Off market <i>Please refer to Note 1 below.</i>		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	January 18, 2018		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 63,69,51,112 divided into 31,84,75,556 equity shares of Rs. 2 each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 63,69,51,112 divided into 31,84,75,556 equity shares of Rs. 2 each.		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 63,69,51,112 divided into 31,84,75,556 equity shares of Rs. 2 each.		

**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.

**Note 1:**

This form is being filed on account of an inter-se transfer between the promoters of the Target Company of 33,00,000 equity shares carrying voting rights constituting 1.04% total voting share capital of the Target Company by Mr. Nirmal Bhanwarlal Jain to Ms. Harshita Nirmal Jain & Mr. Mansukhlal Jain (in their capacity as trustee of Nirmal Madhu Family Private Trust). As the transfer for which this filing is being made is an inter-se transfer between the promoters of the Target Company, there is no additional acquisition of voting rights of the Target Company by the promoters. Consequently, the aggregate promoter shareholding of the Target Company remains unchanged.

**Signature of Seller**  
**Nirmal Bhanwarlal Jain**

**Place:** MUMBAI  
**Date:** 22/1/2018