

April 6, 2018

BSE Limited,
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Ltd
Department of Corporate Services
Exchange Plaza,
C-1, Block G, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051

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

Dear Sirs,

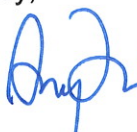
Sub: Disclosure under Regulations 30(1) & 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) – IIFL Holdings Limited (Symbol: IIFL)

Pursuant to Regulations 30(1) & 30(2) of the SEBI Takeover Regulations, please find enclosed the disclosure of shareholding of FIH Mauritius Investments Ltd and HWIC Asia Fund (Class A Shares) in IIFL Holdings Limited as on March 31, 2018.

This is for your information and record.

Thank you.

Yours faithfully,



Authorised Signatory
On behalf of **FIH Mauritius Investments Ltd** and **HWIC Asia Fund (Class A Shares)**

Enclosed: A/a

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A- Details of Shareholding:

1. Name of the Target Company (TC)	IIFL Holdings Limited ("TC")		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited and National Stock Exchange of India Ltd.		
3. Particulars of the Shareholder(s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	<u>Acquirer</u>: FIH Mauritius Investments Ltd ("FIHM") <u>PAC</u>: HWIC Asia Fund (Class A shares) ("HWIC Asia") Note: Acquirer and PAC do not belong to the Promoter or Promoter group of the TC.		
4. Particulars of the shareholding of person(s) mentioned at (3) above	No. of Shares	% w.r.t. total equity share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
As of 31st March, 2018 , holding of:			
a) Shares:	FIHM: 84,641,445 (Eighty Four Million Six Hundred Forty One Thousand and Four Hundred Forty Five) equity shares of TC HWIC Asia: 28,362,530 (Twenty Eight Million Three Hundred Sixty Two Thousand Five Hundred and Thirty) equity shares of TC	FIHM: 26.54% of the paid up share/voting capital of TC HWIC Asia: 8.89% of the paid up share/voting capital of TC	FIHM: 26.54% of the diluted share/voting capital of TC HWIC Asia: 8.89% of the diluted share/voting capital of TC
b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
c) Warrants	Nil	Nil	Nil
d) Convertible Securities	Nil	Nil	Nil
e) Any other instrument that would entitle the-holder to receive shares in the TC	Nil	Nil	Nil

Amr



Total	FIHM: 84,641,445 (Eighty Four Million Six Hundred Forty One Thousand and Four Hundred Forty Five) equity shares of TC HWIC Asia: 28,362,530 (Twenty Eight Million Three Hundred Sixty Two Thousand Five Hundred and Thirty) equity shares of TC	FIHM: 26.54% of the paid up share/voting capital of TC HWIC Asia: 8.89% of the paid up share/voting capital of TC #	FIHM: 26.54% of the diluted share/voting capital of TC HWIC Asia: 8.89% of the diluted share/voting capital of TC #
-------	---	---	---

(*) 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.

(#) As per the undertaking submitted by the Acquirer and PAC to SEBI by way of letter dated September 30, 2015, although the collective shareholding of the Acquirer and the PAC is 35.43% of the paid up share capital of the TC, the Acquirer and PAC have undertaken not to exercise voting rights in respect of equity shares that represent more than 25% (Twenty Five percent) of the paid up equity share capital of the TC at the time of voting on the relevant resolution.



Signature of the Authorised Signatory

For and on behalf of **FIH Mauritius Investments Ltd** and **HWIC Asia Fund (Class A Shares)**

Place: Mauritius

Date: April 6, 2018

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.