

July 28, 2025

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 542773	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: IIFLCAPS
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Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 30 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Board of Directors of the Company at their meeting held today i.e. Monday, July 28, 2025 has *inter-alia* considered and approved, transfer of the Portfolio Management Services (PMS) business of the Company to IIFL Capital Asset Management Limited, a wholly owned subsidiary of the Company, as a *going concern* on slump sale basis, subject to requisite Regulatory approval.

In this regard, we are enclosing with:

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 is enclosed herewith as **Annexure A**.

The meeting of the Board of Directors commenced at 2.30 p.m. and concluded at 6:30 pm.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For **IIFL Capital Services Limited**
(Formerly IIFL Securities Limited)

Meghal Shah
Company Secretary

Encl: As above

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

Corporate Identity Number: L99999MH1996PLC132983

Corporate Office: Office No. 1, Ground Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (E), Near East West Flyover, Mumbai - 400069

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: secretarial@iifl.com • Website: www.iiflcapital.com

Annexure – A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 are as follow:

Sr. No.	Particulars	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	<ul style="list-style-type: none"> The Company has recently commenced operations of its PMS business and the same is currently in the incubation stage. As of March 31, 2025, the consolidated turnover of the Company is Rs. 2,567.43 crores, of which the turnover attributable to the PMS business is Rs. 0.27 crores. Accordingly, the proposed transfer is not expected to have a material impact on the overall turnover of the Company. The net worth of the Company as on March 31, 2025 is Rs. 2,511 crores on consolidated basis. Therefore, the transfer of the PMS business will not result in any significant change to the Company's net worth.
2.	Date on which the agreement for sale has been entered into	The Board has approved the transfer of the PMS business on such terms and conditions that may be agreed and finalized under the Business Transfer Agreement (BTA)
3.	The expected date of completion of sale/disposal	Upon completion of all the conditions precedent stated in the BTA including approval from the Regulator/Exchanges for transfer of such business
4.	Consideration received from such sale/disposal	The consideration for such transfer shall be a lump sum amount equal to the carrying value of net assets transferred, calculated as the difference between the book value of Assets and the book value of the Liabilities transferred as on the closing date
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	<p>Purchaser: IIFL Capital Asset Management Limited, a wholly owned subsidiary of the Company</p> <p>Seller: The Company</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	IIFL Capital Asset Management Limited, (Purchaser), a wholly owned subsidiary of the Company, and the Company, both are related parties as per Regulation 2(1)(zb) of SEBI Listing Regulations.

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Sr. No.	Particulars	Details
		Further, in terms of Section 188 of Companies Act, 2013 and Regulation 23(5)(b) of the SEBI Listing Regulations, provisions relating to related party transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary, and therefore, the requirement of transaction being at arms' length is not applicable in this case.
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The Transaction is not executed pursuant to a scheme of arrangement. Further, the Transaction is being undertaken pursuant to a BTA executed between the Company and IIFL Capital Asset Management Limited, wholly owned subsidiary of the Company. Accordingly, the provisions of Regulation 37A of SEBI Listing Regulations are not applicable.
	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation / merger, shall be disclosed by the listed entity with respect to such slump sale.	
(i)	Brief details of the division(s) to be demerged/transferred	The PMS business inter alia includes Discretionary & Non-Discretionary Portfolio Management Services carried out by the Company
(ii)	Turnover of the transferred division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	The turnover [sales (excluding other operating revenues)] of the PMS business for the financial year ended March 31, 2025, stood at Rs. 0.27 crores. This represents 0.01% of the total consolidated turnover of the Company for financial year ended March 31, 2025.
(iii)	Rationale for the Business Transfer	Rationale for the Transaction is as follows: IIFL Capital Asset Management Limited, a wholly owned subsidiary of the Company, has obtained a PMS license from SEBI. The said business is being transferred as a part of a broader commercial strategy to align business verticals for operational efficiency, simplify regulatory structures, and leverage growth opportunities.

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Sr. No.	Particulars	Details
(iv)	Brief details of change in shareholding pattern (if any) of all entities	Pursuant to the proposed Transaction, there will be no change in the shareholding pattern of the Company or IIFL Capital Asset Management Limited
(v)	In case of cash consideration – amount or otherwise share exchange ratio	Kindly refer Point No. 4 above

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