

FIH Mauritius Investments Ltd

Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene 72201, Mauritius
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April 10, 2017

The Manager

National Stock Exchange of India Limited
Department of Corporate Services
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
India

Dear Sirs,

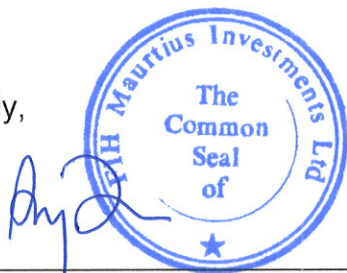
Sub: Disclosure under Regulations 30(1) & 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations") – IIFL Holdings Limited

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 in IIFL Holdings Limited as on March 31, 2017.

This is for your information and record.

Thank you.

Yours faithfully,



Authorised Signatory
On behalf of FIH Mauritius Investments Ltd

Enclosed: see attached

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 Limited		
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>PACs</u>: HWIC Asia Fund (Class A shares) ("HWIC Asia") and FIH Private Investments Ltd ("FIH Private"), have been collectively referred to as "PACs". 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, 2017 , holding of: a) Shares:	<u>FIHM:</u> 84,641,445 (Eighty Four Million Six Hundred Forty One Thousand and Four Hundred Forty Five) equity shares of TC. <u>HWIC Asia:</u> 27,910,000 (Twenty Seven Million Nine Hundred and Ten Thousand) equity shares of TC. <u>FIH Private:</u> Nil	<u>FIHM:</u> 26.62% of the paid up share/voting capital of TC <u>HWIC Asia:</u> 8.78% of the paid up share/voting capital of TC <u>FIH Private:</u> Nil	<u>FIHM:</u> 26.62 % of the diluted share/voting capital of TC <u>HWIC Asia:</u> 8.78% of the diluted share/voting capital of TC <u>FIH Private:</u> Nil
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

Total	<u>FIHM:</u>	<u>FIHM:</u>	<u>FIHM:</u>
	84,641,445 (Eighty Four Million Six Hundred Forty One Thousand and Four Hundred Forty Five) equity shares of TC.	26.62% of the paid up share/voting capital of the TC [#]	26.62% of the diluted share/voting capital of the TC [#]
	<u>HWIC Asia:</u> 27,910,000 (Twenty Seven Million Nine Hundred and Ten Thousand) equity shares of TC ^{##}	<u>HWIC Asia:</u> 8.78% of the paid up share/voting capital of the TC [#]	<u>HWIC Asia:</u> 8.78% of the diluted share/voting capital of the TC [#]
	<u>FIH Private:</u> Nil	<u>FIH Private:</u> Nil	<u>FIH Private:</u> Nil

(*) 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 35.40% 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.

(^{##}) Odyssey Reinsurance Company, which holds 23.12% of the voting share capital in HWIC Asia, has an economic interest in the underlying equity shares of the TC representing 0.14% of the paid up share capital of the TC, through cash-settled offshore derivative instruments. Odyssey Reinsurance Company does not have any voting rights in the TC.



Signature of the Authorised Signatory
For and on behalf of FIHM and PACs

Place: Mauritius
Date: April 10, 2017

Note:

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