

FIH Mauritius Investments Ltd

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April 06, 2016

National Stock Exchange of India Limited,
The Listing Department,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400051
India

Sub: Disclosures under Regulation 30(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Pursuant to Regulations 30(1) 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, 2016.

Kindly take the above on record.

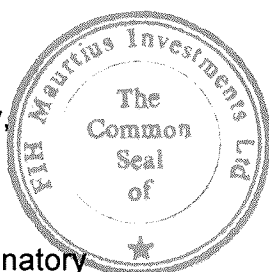
Please acknowledge receipt.

Thank you.

Yours faithfully,



Authorised Signatory
For FIH Mauritius Investments Ltd
Encl.: As above



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

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	(i) BSE Limited (ii) 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.	Acquirer: FIH Mauritius Investments Ltd (" FIHM ") PAC: HWIC Asia Fund Class A shares (" HWIC Asia "), I Investments Limited (" IIL ") and FIH Private Investments Ltd (" FIH Private ") (HWIC Asia, IIL and FIH Private have been collectively referred to as " PAC ")		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31, 2016 holding of: a) Shares	<u>FIHM:</u> 68,788,445 (Six Eight Million Seven Hundred and Eighty Eight Thousand and Four Hundred Forty Five) Equity Shares of the TC <u>HWIC Asia:</u> 27,910,000 (Twenty Seven Million Nine Hundred and Ten Thousand) Equity Shares of the TC	<u>FIHM:</u> 21.73% of the paid up share/voting capital of the TC <u>HWIC Asia:</u> 8.82% of the paid up share/voting capital of the TC	<u>FIHM:</u> 21.73% of the diluted share/voting capital of the TC <u>HWIC Asia:</u> 8.82% of the diluted share/voting capital of the TC
b) Voting Rights (otherwise than by shares)	<u>IIL:</u> Nil	<u>IIL:</u> Nil	<u>IIL:</u> Nil
c) Warrants,	<u>FIH Private:</u>	<u>FIH Private:</u>	<u>FIH Private:</u> Nil
d) Convertible Securities	Nil	Nil	
e) Any other instrument that would entitle the holder to receive shares in the TC.			

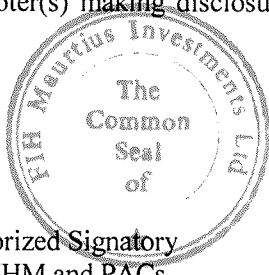
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Total	<u>FIHM:</u> 68,788,445 (Six Eight Million Seven Hundred and Eighty Eight Thousand and Four Hundred Forty Five) Equity Shares of the TC <u>HWIC Asia:</u> 27,910,000 (Twenty Seven Million Nine Hundred and Ten Thousand) Equity Shares of the TC ^{##} <u>IIL:</u> Nil <u>FIH Private:</u> Nil	<u>FIHM:</u> 21.73% of the paid up share/voting capital of the TC [#] <u>HWIC Asia:</u> 8.83% of the paid up share/voting capital of the TC [#] <u>IIL:</u> Nil <u>FIH Private:</u> Nil	<u>FIHM:</u> 21.73% of the diluted share/voting capital of the TC [#] <u>HWIC Asia:</u> 8.82% of the diluted share/voting capital of the TC [#] <u>IIL:</u> Nil <u>FIH Private:</u> Nil
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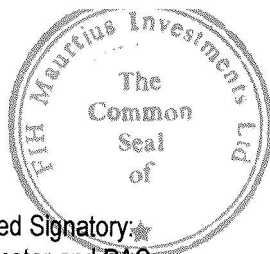
- (*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- ([#]) As per the undertaking submitted by the Acquirer and PAC to SEBI by way of letter dated October 01, 2015, though the collective shareholding of the Acquirer and the PAC is 30.66% 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.
- (^{##}) United States Fire Insurance Company and Odyssey Reinsurance Company, which collectively hold 29.36% of the voting share capital in HWIC Asia have an economic interest in the underlying equity shares of the TC, representing 5.15% of the paid up share capital of the TC, through cash-settled offshore derivative instruments. United States Fire Insurance Company and Odyssey Reinsurance Company do not have any voting rights in the TC.

Note

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

Signature of the Authorized Signatory
For and on behalf of FIHM and PACs
Place: Mauritius
Date: April 06, 2016



Signature of the Authorized Signatory:★
For and on behalf of Promoter and PACs
Place: Mauritius
Date: April 06, 2016

Note:

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.