



September 30, 2016

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 Fax No.: 22723719/ 22723121/ 22722037/ 22722041/ 22722061 BSE Scrip Code: 532636	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: IIFL
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Sub: Outcome of Board Meeting held on 30th September 2016.

Dear Sir/ Madam,

The Board of Directors of the Company at their meeting held today considered and approved the proposed demerger of '5Paisa Digital Undertaking' from IIFL Holdings Limited ("IIFL") into 5Paisa Capital Limited ("5paisa"), a 100% subsidiary of IIFL engaged in distribution of financial services and broking, as follows:

- a. The proposed demerger would be through a Scheme of Arrangement under section 391-394 of the Companies Act, 1956 between IIFL and 5Paisa Capital Limited and their respective shareholders. Post demerger, 5Paisa Capital Limited will be listed on BSE Limited and National Stock Exchange of India Limited. The appointed date of the demerger is October 01, 2016.
- b. As per terms of the proposed scheme of Arrangement, the consideration for the demerger is by way of allotment of equity shares by 5paisa Capital Limited to the shareholders of IIFL in the ratio of 1 share of Rs 10 each of 5Paisa for every 25 shares of IIFL held by the shareholders of IIFL, as per the report on valuation and opinion on share entitlement ratio issued by the Independent Chartered Accountant M/s. SSPA & Co. and fairness opinion provided by Category I Merchant Banker Keynote Corporate Services Limited.



IIFL Holdings Limited
CIN No.: L74999MH1995PLC093797

Corporate Office – IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: (91-22) 4249 9000 .Fax: (91-22) 40609049
Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 25806650. Fax: (91-22) 25806654 E-mail: csteam@indiainfoline.com Website: www.indiainfoline.com



- c. The proposed arrangement does not involve any change in the capital structure of IIFL Holdings Limited.
- d. The proposed Scheme of Arrangement is subject to approval of SEBI, Stock Exchange(s), Hon'ble High Court and the shareholders and creditors of the Company and 5Paisa Capital Limited, as may be directed by the Hon'ble High Court. The demerger will be effective after the above approvals.
- e. 5paisa will acquire, service and grow the new emerging DIY (Do-it-yourself) customer segment who prefer least cost for various financial products. Their service providers operate with cutting edge technology with minimal physical infrastructure and manpower. Such organizations require a different structure and culture. Therefore, the Board has decided to fund and demerge 5paisa to seize the opportunity of such new DIY customer segment. IIFL will continue to grow its capital market business on the strength of research, technology, distribution reach and service excellence.

Kindly take the above on your records and oblige.

Thanking You,

Yours faithfully,

For IIFL Holdings Limited

Gajendra Thakur
Company Secretary

Place: Mumbai

Email: csteam@indiainfoline.com



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