

April 5, 2019

BSE Limited Listing Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 India BSE Scrip Code: 532636	National Stock Exchange of India Ltd Listing Department Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400051 India NSE Symbol: IIFL
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Dear Sirs,

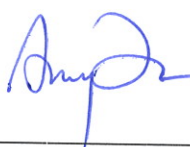
Sub: Disclosure under Regulations 30(1) & 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations") – IIFL Holdings Limited

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 (Class A Shares) in IIFL Holdings Limited as on March 31, 2019.

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

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 March 31st, 2019 , 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> 28,362,530 (Twenty Eight Million Three Hundred Sixty Two Thousand Five Hundred and Thirty) equity shares of TC	<u>Share Capital</u> <u>FIHM:</u> 26.52% of the paid up share capital of TC <u>HWIC Asia:</u> 8.89% of the paid up share capital of TC <u>Voting Capital</u> (FIHM + HWIC Asia) - 20%#	<u>Share Capital</u> <u>FIHM:</u> 26.52% of the paid up share capital of TC <u>HWIC Asia:</u> 8.89% of the paid up share capital of TC <u>Voting Capital</u> (FIHM + HWIC Asia) - 20%#
b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
c) Warrants	Nil	Nil	Nil

1



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	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	<u>Share Capital</u> FIHM: 26.52% of the paid up share capital of TC HWIC Asia: 8.89% of the paid up share capital of TC <u>Voting Capital</u> (FIHM + HWIC Asia) - 20%#	<u>Share Capital</u> FIHM: 26.52% of the paid up share capital of TC HWIC Asia: 8.89% of the paid up share capital of TC <u>Voting Capital</u> (FIHM + HWIC Asia) - 20%#

- (#) 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 35.41% 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. Further, the Acquirer and PAC have undertaken vide letter dated March 12, 2019 to not exercise voting rights on resolutions placed before the equity shareholders of TC in relation to such numbers of equity shares held by the Acquirer and PAC that represent more than 20% of the paid up equity share capital of TC at the time of voting on the relevant resolution in order to comply with the requirements prescribed under the SEBI (Mutual Fund) (Amendment) Regulations, 2018 dated March 13, 2018.



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 5, 2019

Note:

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



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 5, 2019

Note:

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