

IIFL HOLDINGS LIMITED

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400 604. Tel.: 022-4249 9000, Fax: 022-2495 4313

Open Offer ("Offer") for Acquisition of 8,31,28,852 Equity Shares from Shareholders of IIFL Holdings Limited ("Target Company") by FIH Mauritius Ltd ("Acquirer"), HWIC Asia Fund (Class A Shares) ("PAC 1"), I Investments Limited ("PAC 2") and FIH Private Investments Ltd ("PAC 3") (PAC 1, PAC 2 and PAC 3 are collectively referred to as "PAC"/"Persons Acting in Concert").

POST-OFFER ADVERTISEMENT

This advertisement ("Post Offer Advertisement") is being issued by ICICI Securities Limited ("Manager to the Offer") in respect of the open offer ("Offer") on behalf of Acquirer and the PAC in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") for the acquisition of 8,31,28,852 Equity Shares of ₹ 2 (Rupees Two) each ("Equity Shares") from the equity shareholders of the Target Company ("Equity Shareholders"), constituting 26% of the Emerging Voting Capital of the Target Company. The Detailed Public Statement with respect to the aforementioned offer was made on Tuesday, July 21, 2015 in the following newspapers.

Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Navshakti	Marathi	Mumbai

- Name of the Target Company : IIFL Holdings Limited
- Name of the Acquirer(s) and PAC : FIH Mauritius Ltd ("Acquirer"), HWIC Asia Fund (Class A Shares) ("PAC 1"), I Investments Limited ("PAC 2") and FIH Private Investments Ltd ("PAC 3")
- Name of the Manager to the Offer : ICICI Securities Limited
- Name of the Registrar to the Offer : Link Intime India Private Limited
- Offer Details :
 - Date of Opening of the Offer : Thursday, October 29, 2015
 - Date of Closure of the Offer : Friday, November 13, 2015
- Date of Payment of Consideration : Monday, November 30, 2015
- Details of Acquisition :

Sr. No.	Particulars	Proposed in the Offer document		Actuals	
7.1	Offer Price (₹) (per Equity Share)	195		195	
7.2	Aggregate number of shares tendered	8,31,28,852		6,87,90,385	
7.3	Aggregate number of shares accepted	8,31,28,852		6,87,88,445#	
7.4	Size of the Offer (₹) (Number of shares multiplied by the offer price per share)	1621,01,26,140		1341,37,46,775	
7.5	Shareholding of the Acquirer and PAC before Agreements/Public Announcement (No. & %)*	Acquirer - Nil (0.00%) PAC 1 - 2,79,10,000 (8.87%) PAC 2 - Nil PAC 3 - Nil		Acquirer - Nil (0.00%) PAC 1 - 2,79,10,000 (8.87%), PAC 2 - Nil PAC 3 - Nil	
7.6	Shares Acquired by way of Agreements • Number • % of Fully Diluted Equity Share Capital	There is no transaction which triggered the Offer Nil Nil		There is no transaction which triggered the Offer Nil Nil	
7.7	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	8,31,28,852 26.41%		6,87,88,445 21.85%	
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of shares acquired • % of the shares acquired	Nil Not Applicable 0.00%		Nil Not Applicable 0.00%	
7.9	Post offer share holding of Acquirer and PAC • Number • % of Fully Diluted Equity Share Capital	11,10,38,852 35.27%		9,66,98,445 30.72%	
7.10	Pre & Post offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital	Pre Offer	Post Offer	Pre Offer	Post Offer
		22,24,40,421	22,24,40,421	22,24,40,421	22,24,40,421
		70.66%	70.66%	70.66%	70.66%

#Net of technical rejections.

*Apart from the above United States Fire Insurance Company ("USFIC") and Odyssey Reinsurance Company ("ORC") have an economic interest in the underlying Equity Shares, representing 5.18% of the total paid up equity share capital of the Target Company, through cash-settled offshore derivative instruments. USFIC and ORC do not have or exercise any voting rights in relation to the underlying Equity Shares. Further, as on September 30, 2015, USFIC and ORC, ultimately owned by Fairfax Financial Holdings Limited ("FFHL"), hold 63.03% of the voting share capital in PAC 1 and 25.41% (Twenty five point four one percent) of the share capital in HWIC Asia Fund respectively. PAC 1 also is ultimately majority owned by FFHL.

- The Acquirer along with its Directors and PACs severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE and NSE and the registered office of the Target Company.
- Capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the Letter of Offer dated October 16, 2015 issued by the Acquirer and the PAC.

ISSUED FOR AND ON BEHALF OF THE ACQUIRER AND PAC, BY THE MANAGER TO THE OFFER



ICICI SECURITIES LIMITED

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Contact Person: Mr. Prem D'Cunha/Mr. Anurag Byas

Date: December 5, 2015

Place: Mumbai

Size: 12(w) x 32(h)