

PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

OPEN OFFER FOR ACQUISITION OF 8,31,28,852 EQUITY SHARES FROM THE EQUITY SHAREHOLDERS OF IIFL HOLDINGS LIMITED (“TARGET COMPANY”) BY FIH MAURITIUS INVESTMENTS LTD. (“ACQUIRER”) WITH HWIC ASIA FUND (CLASS A SHARES), I INVESTMENTS LIMITED AND FIH PRIVATE INVESTMENTS LTD. AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER (COLLECTIVELY, “PERSONS ACTING IN CONCERT” / “PAC”).

This public announcement (“PA” / “Public Announcement”) is being issued by ICICI Securities Limited (“Manager to the Offer”) for and on behalf of the Acquirer and the PAC to the equity shareholders of the Target Company (“Shareholders”) pursuant to, and in compliance with, amongst others, Regulation 3(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).

1. OFFER DETAILS

- 1.1. **Offer Size:** The Acquirer and the PAC hereby make this open offer (“Offer”) to the Shareholders of the Target Company to acquire up to 8,31,28,852 (Eight crores thirty one lakhs twenty eight thousand eight hundred and fifty two) fully paid up equity shares of face value of Rs. 2 (Rupees Two only) each of the Target Company (“Equity Shares”) constituting 26% (twenty six percent) (“Offer Size”) of the post-Offer equity share capital of the Target Company as of the 10th (tenth) working day from the closure of the tendering period assuming full exercise of 85,83,405 (Eighty five lakhs eighty three thousand four hundred and five) outstanding employee stock options (“Emerging Voting Capital”) (considering the equity share capital as on the date of this PA and the vested outstanding employee stock options as on March 31, 2015), subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement that will be published and the Letter of Offer that is proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Price/Consideration:** The offer price of INR 195/- (Rupees One hundred and ninety five only) per Equity Share (“Offer Price”) is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance, the total consideration payable by the Acquirer and the PAC in accordance with SEBI (SAST) Regulations will be INR 16,21,01,26,140 (Rupees Sixteen hundred and twenty one crores one lakh twenty six thousand one hundred and forty only).
- 1.3. **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This is an open offer with a view to acquire additional shares in the Target Company, in compliance with Regulation 3(1) of the SEBI (SAST) Regulations.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

None

Details of underlying transaction						
Type of Transaction (Direct / Indirect)	Mode of Transaction (Agreement / Allotment / Market Purchase)	Shares / Voting rights proposed to be acquired		Total consideration for shares / voting rights (VR) acquired (Rs. in lacs)	Mode of Payment (Cash / securities)	Regulations which have been triggered
		Number	%vis a vis total equity / voting capital			
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

3. Acquirers / PAC

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
Name of Acquirer / PAC	FIH Mauritius Investments Ltd.	HWIC Asia Fund (Class A)	I Investments Limited	FIH Private Investments Ltd.	N.A.
Address	Level 1, Maeva Tower, Cybercity, Ebene, Republic of Mauritius.	IFS Court, Twenty Eight Cybercity, Ebene, Republic of Mauritius.	IFS Court, Twenty Eight Cybercity, Ebene, Republic of Mauritius.	Level 1, Maeva Tower, Cybercity, Ebene, Republic of Mauritius.	N.A.
Name (s) of persons in control / promoters of acquirers / PAC where PAC are companies	Wholly owned subsidiary of Fairfax India Holdings Corporation.	United States Fire Insurance Company holds 70.29% (Seventy point two nine percent) in HWIC Asia Fund (Class A). United States Fire Insurance Company is ultimately owned by Fairfax Financial Holdings Limited.	Wholly owned subsidiary of HWIC Asia Fund which is ultimately promoted by Fairfax Financial Holdings Limited.	Wholly owned subsidiary of the Acquirer and is ultimately owned by Fairfax India Holdings Corporation.	N.A.
Name of the Group, if any to which the Acquirer / PAC belongs to	Fairfax Group	Fairfax Group	Fairfax Group	Fairfax Group	N.A.
Pre Transaction	Nil	2,79,10,000 equity shares	Nil	Nil	2,79,10,000 equity shares

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
Shareholding Number % age of total share capital		which constitutes 8.97% (Eight point nine seven percent) of the total paid up equity share capital of the Target Company			which constitutes 8.97% (Eight point nine seven percent) of the total paid up equity share capital of the Target Company
Proposed Shareholding after the acquisition of shares which triggered the open offer	There is no transaction which triggered the Offer. The aggregate shareholding of the Acquirer and PAC 2, assuming full acceptances in the Offer, is expected to be 26% (Twenty Six percent) of the Emerging Voting Capital.	There is no transaction which triggered the Offer. PAC 1 will not acquire any Equity Shares pursuant to the Offer. 8.73% (Eight point seven three percent) of the Emerging Voting Capital assuming full acceptances in the Offer.	There is no transaction which triggered the Offer. The aggregate shareholding of the Acquirer and PAC 2, assuming full acceptances in the Offer, is expected to be 26% (Twenty Six percent) of the Emerging Voting Capital.	There is no transaction which triggered the Offer. PAC 3 will not acquire any Equity Shares pursuant to the Offer. Nil	There is no transaction which triggered the Offer. The aggregate shareholding of the Acquirer and the PAC is expected to be approximately 34.73 % (Thirty four point seven three percent) of the Emerging Voting Capital assuming full acceptances in the Offer.
Any other interest in the Target Company	None	HWIC Asia Fund (Class A) has a nominee director on the board of directors of the Target Company. United States Fire Insurance Company and Odyssey Reinsurance Company have an economic interest in the underlying Equity Shares, representing	United States Fire Insurance Company and Odyssey Reinsurance Company have an economic interest in the underlying Equity Shares, representing 5.24% (Five point two four percent)	None	N.A.

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
		<p>5.24% (Five point two four percent) of the total paid up equity share capital of the Target Company, through cash-settled offshore derivative instruments. United States Fire Insurance Company and Odyssey Reinsurance Company do not have or exercise any voting rights in relation to the underlying Equity Shares.</p> <p>United States Fire Insurance Company holds 70.29% (Seventy point two nine percent) of the voting share capital in HWIC Asia Fund (Class A) and Odyssey Reinsurance Company holds 25.51% (Twenty five point five one percent) of the share capital in HWIC Asia Fund. United States Fire Insurance Company and Odyssey Reinsurance Company are ultimately owned by Fairfax Financial Holdings</p>	<p>of the total paid up equity share capital of the Target Company, through cash-settled offshore derivative instruments. United States Fire Insurance Company and Odyssey Reinsurance Company do not have or exercise any voting rights in relation to the underlying Equity Shares</p> <p>United States Fire Insurance Company holds 70.29% (Seventy point two nine percent) of the voting share capital in HWIC Asia Fund (Class A) and Odyssey Reinsurance Company holds 25.51% (Twenty five point five one percent) of the share capital in HWIC Asia</p>		

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
		Limited. PAC 1 is also ultimately majority owned by Fairfax Financial Holdings Limited.	Fund. United States Fire Insurance Company and Odyssey Reinsurance Company are ultimately owned by Fairfax Financial Holdings Limited. PAC 2 is also ultimately majority owned by Fairfax Financial Holdings Limited.		

4. Details of selling Shareholders, if applicable

N.A.

5. Target Company

- 5.1. Name : IIFL Holdings Limited
- 5.2. Registered Office : IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area, Wagle
Estate, Thane 400 604
- 5.3. Exchanges Where Listed : a. BSE Limited
b. National Stock Exchange of India Limited

6. Other Details

- 6.1. Further details of the Offer shall be published in the Detailed Public Statement, issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations, 2011, which Detailed Public Statement will be published as required by Regulation 14(3) of the SEBI (SAST) Regulations.

- 6.2. The Acquirer and the PAC jointly and severally undertake that they are fully aware of and will comply with their respective obligations laid down in the SEBI (SAST) Regulations and that they have adequate financial resources to meet their respective obligations in relation to the Offer.
- 6.3. This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4. The Offer is subject to receipt of statutory and regulatory approvals as will be detailed in the Detailed Public Statement and the Letter of Offer.
- 6.5. All information in relation to the Target Company contained in this PA is based on publicly available information.

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

ICICI Securities Limited



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On behalf of the Acquirer and the PAC

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HWIC Asia Fund (Class A Shares)

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I Investments Limited

IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius

Tel: +2304643040/3031, Fax: +2304681930, Email ID: info@hwicasia.com

FIH Private Investments Ltd.

Level 1, Maeva Tower, Cybercity, Ebene, Mauritius

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Place: Mumbai

Date: July 14, 2015