



October 29, 2015

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Telno.: 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 th 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
--	---

Dear Sir,

Sub: Notice of Postal Ballot

With reference to the captioned subject, please find enclosed the following.

1. Notice of Postal Ballot
2. Newspaper Publication related to Completion of Dispatch of Postal Ballot Notice
3. Calendar of Events for Postal Ballot.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For IIFL Holdings Limited

**Jayesh Upadhyay
Authorised Signatory
Encl: a/a**



**IIFL Holdings Limited (Erstwhile "India Infoline Limited")
Corporate Identity Number: - 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: mail@indiainfoline.com Website: www.indiainfoline.com



IIFL Holdings Limited

(Formerly India Infoline Limited)

CIN: L74999MH1995PLC093797

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: mail@indiainfoline.com, Website: www.indiainfoline.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read together with Companies (Management and Administration) Rule, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act) read together with Rule 22 of the Companies (Management and Administration) Rules 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 26 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the shareholders to consider, and if thought fit, to pass, with or without modification/s, the following resolution as Special Resolution by way of postal ballot.

The proposed Special Resolution and the explanatory statement thereto pursuant to Section 102 of the Companies Act, 2013 along with the Postal Ballot Form (the "Form") are enclosed with this Notice for your consideration. This Notice is being sent to those shareholders whose names appear in the Register of Members as on October 23, 2015.

The Board of Directors of the Company has appointed Mr. Nilesh Shah, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting and e-voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the form (no other form or photocopy thereof is permitted) duly complete, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 17:30 Hours (IST) on November 28, 2015.

Pursuant to Rule 22(15) of the Companies (Management and Administration) Rules 2014 the Company is also offering e-voting facility to all its shareholders. Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions under the section "Voting through electronic means" in this notice.

The Scrutinizer will submit his report to the Chairman of the Board of Directors of the Company and the results of the postal ballot will be announced not later than December 02, 2015 at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and Share Transfer Agent and would also be displayed on the Company's web site viz. www.indiainfoline.com.

Item No. 1

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 26(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof), the consent of the Shareholders be and is hereby accorded to the Board of Directors of IIFL Holdings Limited ("**Company**") and its subsidiary IIFL Wealth Management Limited ("**Subsidiary**") for each of the following:

- i. to ratify the execution of (a) the share subscription and purchase agreement (as may be amended or modified from time to time) ("**SSPA**") between the Subsidiary and General Atlantic Singapore Fund Pte. Ltd; and (b) the shareholders agreement (as may be amended or modified from time to time) ("**SHA**") by the Subsidiary, General Atlantic Singapore Fund Pte. Ltd and the Company;
- ii. to issue and allot 17,04,449 equity shares of the Subsidiary at an issue price of INR 586.70 per equity share and for a total consideration INR 100,00,00,228.30 to General Atlantic Singapore Fund Pte. Ltd in accordance with the terms and subject to the conditions set out in the SSPA;
- iii. to issue and allot 136,35,589 warrants of the Subsidiary with a floor price of INR 586.70 and a cap price of INR 632.90 each and for a total consideration of up to INR 863,00,00,000.00 (out of which INR 215,75,00,000 shall be paid upfront) to General Atlantic Singapore Fund Pte. Ltd., in accordance with the terms and subject to the conditions set out in the SSPA and applicable laws;
- iv. to record the transfer of 27,15,829 equity shares (at a price of INR 586.70 per equity shares and for a total consideration of INR 159,33,76,874.30) of the Subsidiary held by the employees of the Subsidiary to General Atlantic Singapore Fund Pte. Ltd., in accordance with the terms and subject to the conditions set out in SSPA;
- v. to do all such acts, matters, deeds and things as they may consider necessary, expedient or desirable in order to effect each of the aforesaid, including without limitation, to file necessary applications and communications with regulatory authorities, if any required

and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of effecting each of the aforesaid, without being required to seek further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and

- vi. to delegate all or any of its powers conferred by the above resolution to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the board of directors in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Date : October 24, 2015

**By order of the Board
For IIFL Holdings Limited**

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V,
Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane - 400604.

**Gajendra Thakur
Company Secretary**

Notes:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed special resolutions at Item No. 1, are appended herein below along with Form for your consideration.
2. The Board has appointed Mr. Nilesh Shah, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot physical / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on October 23, 2015. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from NSDL and CDSL) as on October 23, 2015 will be considered for the purpose of voting.
4. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of the Members.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, the Company is pleased to offer e-voting facility to the Members as an alternative to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their vote electronically. E-voting is optional. In case a Member has voted through e-voting facility as well as sends his/her vote through physical mode, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members desiring to opt for e-voting are requested to read the instructions provided below.
6. The Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants. Members who have not registered their e-mail address will receive this notice along with the Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical mode may download the Form from the link www.evoting.nsdl.com or from the 'Investor Relations' section on the Company's website www.indiaonline.com.
7. The resolutions approved / voted by the Members through Postal Ballot/ e-voting are deemed to have been passed as if they have been passed at a General Meeting of Members. The date of declaration of results of the Postal Ballot/ e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
8. Members who wish to cast their votes through physical mode are requested to carefully read the instructions printed in the Form and return the Form duly completed along with assent (for) or dissent (against) for each resolution, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 17:30 Hours (IST) on November 28, 2015, to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member.

VOTING THROUGH ELETRONIC MEANS

The instructions for Members voting electronically are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "IIFL.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of IIFL Holdings Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of Postal Ballot [for Members whose email Ids are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads Section of www.evoting.nsdl.com
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. The e-voting period commences on October 30, 2015 [9:00 Hours (IST)] and ends on November 28, 2015 [17.30 Hours (IST)]. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of October 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated October 24, 2015

The following statement sets out all material facts relating to the business mentioned under the accompanying notice dated 24 October 2015.

ITEM NO. 1

- FIH Mauritius Investments Ltd. as the Acquirer ("Acquirer") along with the HWIC Asia Fund, I Investments Ltd and FIH Investments Ltd as persons acting in concert with the Acquirer (collectively referred to as **PAC**), have made an open offer in terms of regulation 3(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, pursuant to its decision to consolidate its shareholding by 26% in the Company on 14 July 2015.
- Subsequently the Board of Directors ("Board") of the Company and board of directors of IIFL Wealth Management Limited ("Subsidiary"), at their respective meetings held on October 24, 2015 have considered and deliberated, subject to obtaining the necessary regulatory and shareholder approvals, the proposed (i) issuance and allotment; and (ii) transfer, of securities of the Subsidiary to General Atlantic Singapore Fund Pte. Ltd., a company incorporated under the laws of Singapore having its principal place of business at 8, Marina View, # 41-04 Asia Square Tower 1, Singapore 018960 ("Investor"), upon the terms and subject to the conditions set out in the share subscription and purchase agreement ("SSPA"). The rights of the shareholders of the Subsidiary, including the Company and the Investor will be governed in accordance with the terms of the Shareholders Agreement ("SHA"). The Board and the board of directors of the Subsidiary have approved the (i) issuance and allotment; and (ii) transfer, of securities of the Subsidiary to the Investor; and (iii) execution of the SSPA and SHA. The proposed allotment and transfer and execution of the SSPA and SHA is referred to herein as the "**Proposed Transaction**".
- The Board notes that the Subsidiary requires additional capital for its business operations and other general corporate purposes. By way of the Proposed Transaction, the Subsidiary will be able to raise additional capital which will ensure further growth and expansion of its business.
- The Subsidiary has proposed to issue and allot to the Investor (i) 17,04,449 equity shares at an issue price of INR 586.70 per equity share for a total consideration INR 100,00,00,228.30; and (ii) 136,35,589 warrants at a floor price of INR 586.70 and a maximum price of INR 632.90 per warrant for a total consideration of upto 863,00,00,000 (INR 215,75,00,000 to be paid upfront). In addition, the Investor also proposes to purchase up to 27,15,829 equity shares at a price of INR 586.70 per share from the existing shareholders of the Subsidiary for a total consideration of up to INR 159,33,76,874.30.
- The terms of the Proposed Transaction are set out in the SSPA and the SHA (collectively, "**Transaction Documents**"). Keys terms of the Transaction Documents are summarised as follows:

6. SSPA:

- 6.1 Pursuant to the SSPA, the Investor has agreed to subscribe to and the Subsidiary has agreed to issue and allot (i) 17,04,449 equity shares at an issue price of INR 586.70 per equity share for a total consideration INR 100,00,00,228.30; and (ii) 136,35,589 warrants at a floor price of INR 586.70 and a maximum price of INR 632.90 per warrant for for a total consideration of upto 863,00,00,000 (INR 215,75,00,000 to be paid upfront) . The warrants are exercisable within 18 months of issuance of the warrants to the Investor or an earlier date if certain events are satisfied. In addition to subscription, the Investor also proposes to purchase up to 27,15,829 equity shares at a price of INR 586.70 per share from the existing shareholders of the Subsidiary for a total consideration of up to INR 159,33,76,874.30(collectively the "Transaction").
- 6.2 Under the SSPA, (i) the senior management of the Subsidiary (i.e. Mr. Karan Bhagat, Mr. Yatin Shah and Mr. Amit Shah) ("Signatory Sellers") have agreed to sell 16,50,000 equity shares at a price of INR 586.70 per equity share for a total consideration of INR 96,80,55,000.00; and (ii) other employees of the Subsidiary may sell up to 10,65,829 equity shares of INR 586.70 per equity share for a total consideration of INR 62,53,21,874.30.
- 6.3 Per the terms and conditions of the SSPA, the Transaction will be subject to the satisfaction of certain conditions precedent, including but not limited to the following conditions:
- (a) Shareholder approval of the Company approving the Transaction and Transaction Documents;
 - (b) Board and shareholders resolutions of the Subsidiary approving the Transaction, execution of the Transaction Documents, issuance of the private placement offer letter to the Investor and increase of the authorised share capital of the Subsidiary;
 - (c) receipt of the regulatory approvals, as may be required;
 - (d) receipt of approval from the Reserve Bank of India by the Sellers who are Non-Resident Indians for the transfer of shares to a person resident outside India, to the extent required under law; and
 - (e) Sellers to obtain the no-objection certificate under Section 281 of Income Tax Act, 1961 or a certificate from a chartered accountant in lieu thereof.
- 6.4 The parties to the SSPA have provided representations and warranties customary to such transactions. The SSPA is governed by and interpreted in accordance with the laws of India. Each dispute shall be resolved by arbitration as provided in the SSPA. The seat of such arbitration shall be New Delhi.

7. The SHA will come into effect upon investment by the Investor. Key terms of which are summarised below:

- 7.1 Board of directors of the Subsidiary will comprise 10 persons, with up to 3 individuals nominated by the Company, 2 individuals nominated by the Investor, 2 independent directors and 3 members of the Senior Management Team (namely Mr. Karan Bhagat, Mr. Yatin Shah and Mr. Amit Shah).
- 7.2 The Investor and the Company will have certain affirmative vote matters for their specific approval that are customary in transactions of this nature.
- 7.3 The Investor and the Company will have mutual right of first offer, and the Investor will also have a right to tag along upon a sale of shares by the Company and the Senior Management Team.
- 7.4 The Subsidiary will seek to achieve listing of the Company to provide liquidity to the Investor. In the event the Subsidiary is unable to list its securities within a period of 5 years and the Investor and shareholders holding not less than 15% of the Subsidiary's then equity share capital consent to initiation of a trade sale process, the board of directors of the Subsidiary must initiate the trade sale process by appointing 2 reputed investment banks. The Company and Senior Management will be obligated to participate in such sale and sell their shares in the Subsidiary.
- 7.5. In the event the Subsidiary is unable to list its securities within a period of 7 years or upon occurrence of agreed defaults, then the board of directors of the Subsidiary must initiate a trade sale process upon notice by the Investor by appointing 2 reputed investment banks. The Company and the Senior Management will be obligated to participate in such sale and sell their shares in the Subsidiary.
- 7.6 The Company has agreed to non-solicitation of employees of the Subsidiary, whereas the Subsidiary and the Senior Management Team have agreed to non-compete and non-solicitation of customers and employees.
- 7.7 Certain rights and obligations of the Company under the Shareholders Agreement will terminate upon listing of the Subsidiary, and all rights and obligations of the Company under the SHA will terminate upon the Company (together with affiliates and persons to which it assigned rights) ceasing to hold at least 5% shareholding of the Subsidiary.

8. Copies of the following documents are available for inspection at the Registered Office of the Company between 10.00 am and 6.00 pm on any working day upto November 28, 2015 :

- 8.1 Share subscription and purchase agreement by and among the Subsidiary, Signatory Shareholders and the Investor; and
- 8.2 Shareholders agreement by and among the Subsidiary, Signatory Shareholders, Investor and the Company.

9. The Board recommends passing of this resolution as a special resolution for approval of the Members of the Company.

10. Except Mr. Nirmal Jain, Chairman and Mr. R. Venkataraman, Managing Director of the Company, none of the Directors of the Company or key managerial personnel ("KMP") or their relatives are, in any way, concerned or interested in the said resolution.

Date : October 24, 2015

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V,
Plot No.B-23, Thane Industrial Area,
Wagle Estate, Thane - 400604.

Encl:1.Postal Ballot Form

2.Self dressed and prepaid postage envelop

By order of the Board
For IIFL Holdings Limited

Gajendra Thakur
Company Secretary



October 29, 2015

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Telno.: 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 th 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
--	--

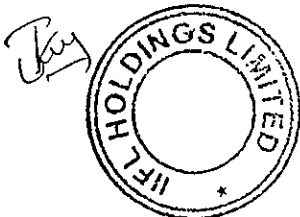
Sub: Calendar Event for Postal Ballot

Sr. No.	Particulars	Due Date
1.	Date of Board Meeting approving the Postal Ballot Notice	24/10/2015
2.	Intimation of the outcome of Board Meeting to Exchange	24/10/2015
3.	Date of appointment of Scrutinizer	24/10/2015
4.	Date of Board Meeting authorising authorised Signatory and Company Secretary for Postal Ballot Process	24/10/2015
5.	Date of Completion of dispatch of notice with Notice form	28/10/2015
6.	Placing the Notice on the website of the Company	28/10/2015
7.	Publication in newspaper regarding completion of dispatch of Notice and last date of receiving of postal ballot form	29/10/2015
8.	Date of Voting (Postal ballot) start from 30 th October, 2015 and ends on 28 th November, 2015.	Start at 9.00 am on 30/10/2015 and ends at 5.30 pm on 28/11/2015
9.	Last Date of receiving postal ballot by the scrutinizer either in physical/or through evoting	28/11/2015
10.	Last Date of submission of report by the scrutinizer to the person authorized by Board in Board Meeting	Not later than 02/12/2015
11.	Submission of result to Exchange	Not later than 02/12/2015
12.	Placing result and scrutinizer report on the Company's website	Not later than 02/12/2015

IIFL Holdings Limited (Erstwhile "India Infoline Limited")

Corporate Identity Number: - 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: mail@indiainfoline.com Website: www.indiainfoline.com





Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,

For IIFL Holdings Limited


Jayesh Upadhyay
Authorised Signatory
Encl: a/a



IIFL Holdings Limited (Erstwhile "India Infoline Limited")

Corporate Identity Number: - 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: mail@indiainfoline.com Website: www.indiainfoline.com