

SUMMARY OF THE COMBINATION

(Under Regulation 13 (1B) of the The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011)

1. The proposed transaction described in this notice relates to the open offer to the shareholders of IIFL Holdings Limited (“**IIFL**” or “**Target Company**”) to acquire fully paid up equity shares of the Target Company (“**Equity Shares**”) constituting 26% of the post-Offer¹ equity share capital (“**Open Offer Shares**”) of the Target Company under Regulation 3(1)² of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”) by FIH Mauritius Investments Limited (“**Acquirer 1**”) along with the persons acting in concert, i.e. I Investments Limited (“**Acquirer 2**”), HWIC Asia Fund (Class A Shares) and FIH Private Investments Limited (“**FPIL**”) (collectively referred to as the “**PACs**”)³ (“**Proposed Transaction**”). Acquirer 1, Acquirer 2 and the Target Company are collectively referred to as the “**Parties**”.
2. A public announcement in terms of the Takeover Regulations (“**PA**”) was issued on 14 July 2015 and a Detailed Public Statement in terms of Regulation 13(4) read with Regulation 15(1) of the Takeover Regulations (“**DPS**”) was published on 21 July 2015. This notice is accordingly being filed by Acquirer 1 and Acquirer 2 as the acquirers of shareholding in IIFL.
3. Both Acquirer 1 and 2 belong to the Fairfax group of companies (“**Fairfax Group**”). It is proposed that Acquirer 2 may acquire shares in the Proposed Transaction only on a need-to basis. Fairfax Group is headquartered in Toronto, Canada and globally, through its subsidiaries, is engaged in the business of providing property-casualty insurance, reinsurance and investment management. In India, the Fairfax Group has direct presence through Fairbridge Capital Private Limited (“**Fairbridge Capital**” or “**FCPL**”) which is engaged in the business of providing non-binding investment advisory services in relation to potential investment and divestment opportunities in India.
4. The Target Company, i.e. IIFL Holdings Limited, is a public listed company.

¹The post Offer equity share capital refers to the share capital of the Target Company on a diluted basis as on 10th working day after closing of the tendering period.

²Assuming conversion of Employee Stock Options

³HWIC Asia Fund (Class A Shares) and FPIL will not be acquiring any shares of IIFL pursuant to the Offer. Acquirer 1 and Acquirer 2 will acquire the Open Offer Shares in the proportion to be determined between them.

Along with its subsidiaries, it is engaged in various activities in the finance and financial services sector in India, such as stock broking, depository participant, portfolio management services, merchant banking, investment advisory and related services including capital market activities, distribution of financial products, asset management business, NBFC and housing finance activities.

Relevant market

5. It is reiterated that the Proposed Transaction does not present any competition concerns, regardless of the way in which the relevant market is defined. Nevertheless, should the Hon'ble Commission feel the need to define a relevant market for its competitive assessment, the relevant market should be taken as the market for investment advisory services in India.