



IIFL Holdings Limited

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

IIFL Holdings Limited is committed to fair disclosure of information to its investors in compliance with all applicable laws.

The Board of Directors of the company at its meeting held on May 7, 2015 has adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI).

1. APPLICABILITY

This Code shall be applicable and binding on all the employees, officers, directors and those persons authorized to speak on behalf of the Company. This Code which has been reviewed and approved by the Board of Directors shall come into effect from May 15, 2015.

2. INFORMATION COVERED UNDER THIS CODE

A. Unpublished Price Sensitive Information (UPSI)

"Unpublished Price Sensitive Information" means any information, relating to the Corporate or its Securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the Securities and shall generally include information relating to the following:

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel; and
- vi. material events in accordance with the listing agreement



B. Material Information as stipulated under Clause 36 of the Listing Agreement

Material information means any information relating to the business or affairs of the Corporation that results in, or would reasonably be expected to result in a significant change in the market price or value of the securities of the Corporation or that would

IIFL Holdings Limited (Formerly "India Infoline Limited")
CIN No.: L74999MH1995PLC093797

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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



reasonably be expected to have a significant influence on any reasonable investor's investment decisions. Material Information includes, without limitation, information regarding:

- i. Change in general character of business of the Corporation.
- ii. Material disruption of operations due to natural calamity.
- iii. Un-audited or audited [stand alone and consolidated] financial results of the Corporation.
- iv. Proposed business strategies or initiatives.
- v. Proposed issue of bonus/ rights shares or issue of securities on a private placement basis.
- vi. Material investments or divestment by the Corporation in the securities of its subsidiaries.
- vii. Corporate action relating to dividend, split, consolidation of securities.
- viii. Action pursuant to regulatory/ statutory amendments that is material to the operations of the Corporation.
- ix. Material changes in existing JV agreements in respect of subsidiary companies of the Corporation.
- x. Proposed issue of depository receipts (ADR/ GDR) or FCCB.
- xi. Proposed material acquisitions/ divestments of other companies or entering into new joint venture/ technical services/ collaboration agreements.
- xii. Material changes in rating of securities issued by the Corporation.
- xiii. Changes in the Board of Directors or Key Managerial Personnel.
- xiv. Details of litigation/ dispute/ regulatory action having a material impact on the present or future operations of the Corporation.
- xv. Any material acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling of any material divisions of the Corporation.

This list is not exhaustive, but is intended to provide examples of information that may require public disclosure.

For the purpose of this Code, all the above information including unpublished price sensitive information would be referred to as "Material Information".

3. BASIC PRINCIPLES OF DISCLOSURES

- i. The Company would make prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being and will make the same information generally available.



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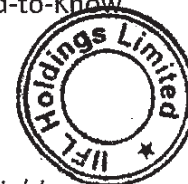
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- ii. The Company would ensure that unpublished price sensitive information is disseminated uniformly and universally and shall avoid selective disclosure.
- iii. The company has appointed the Company Secretary of IIFL Holdings Limited as Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- iv. If any price sensitive information is disclosed selectively, inadvertently or otherwise without prior approval, the Chief Investor Relations Officer on having knowledge of such partial dissemination may upload the information on the website of the Company and if required intimate the Stock Exchanges to ensure that the unpublished price sensitive information is generally available.
- v. The company shall not comment, affirmatively or negatively, on market rumours or press reports. However, should a regulatory authority including SEBI or stock exchanges require clarification on any market rumours, the company shall promptly respond to the same and disseminate its responses through stock exchanges.
- vi. Utmost care would be taken to ensure that the information shared with analysts/ research personnel is not unpublished price sensitive information.
- vii. The company would enable making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- viii. The company would disclose / disseminate information through various media so as to achieve maximum reach and quick dissemination. The Company shall facilitate disclosure through the use of its dedicated Internet website.
- ix. All unpublished price sensitive information shall be handled only on a "Need-to-Know" basis.

4. EMPLOYEE DEALING CODE

No Employee of the company including his/her Immediate Relatives shall either on his/ her own behalf or on behalf of any other person, trade or undertake to trade or cause to trade in the Securities of the Company (i) when he/ she is in possession of any Unpublished Price Sensitive Information and (ii) during the Restricted Trading Period.



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