



December 24, 2020

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| The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Tel No.: 2659 8235 NSE Symbol: IIFLSEC | The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 BSE Scrip Code: 542773 |
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Dear Sir/Madam,

Sub: Newspaper advertisements pertaining to Public Announcement for the buyback of equity shares of the Company

Please find enclosed the "Public Announcement" for the buyback of equity shares which appeared in the following newspapers on Thursday, December 24, 2020:

1. The Business Standard (All English & Hindi editions) and
2. Navshakti - (All Marathi editions)

This will also be made available on the Company's website at
<https://www.iiflsecurities.com/buyback.html>

Kindly take the same on record and acknowledge.

Thanking You,

Yours faithfully,

For IIFL Securities Limited

A handwritten signature in black ink, appearing to read "Meghal Shah".

Meghal Shah
Company Secretary



IIFL Securities Limited

Corporate Identity Number: L99999MH1996PLC132983

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604
Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: secretarial@iifl.com • Website: www.iiflsecurities.com

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| 11. Management Discussion and Analysis on the Likely Impact of the Buyback on the Company | <p>11.1 The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders without comprising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Company believes that the Buyback is not likely to cause any material impact on the profitably/earning of the Company. The Company will bear all the transaction cost for the Buyback.</p> <p>11.2 The Buyback will be funded out of the internal resources of the Company including free reserves and/or such other sources as may be permitted by the Buyback Regulations or the Act.</p> <p>11.3 The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company.</p> <p>11.4 Pursuant to Regulation 16(i) of the Buyback Regulations, the Promoters and promoter group will not participate in the Buyback. The existing voting rights of the Promoters and promoter group will stand increased proportionately, however since the Promoter and Promoter Group are already in control over the Company and thus such further increase in voting rights of the Promoter and Promoter Group will not result in any change in the control or management of the Company.</p> <p>11.5 Consequent to the Buyback (which excludes participation by the Promoters and promoter group) and based on the number of Equity Shares bought back by the Company, the shareholding balance of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up Equity Shares of the Company.</p> <p>11.6 In accordance with Section 16(2)(d) of the Act (the ratio of the aggregate of issued and unissued debits owned by the Company shall not be more than twice the paid up Equity Share Capital and Reserves post the Buyback).</p> <p>11.7 In compliance with the provisions of the Buyback Regulations and SEBI Circulars, the Company shall not raise further capital for a period of six months from the expiry of the Buyback period, except in discharge of its substantive obligations. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue, in the date of expiry of the Buyback period, in accordance with the Companies Act and the Buyback Regulations.</p> <p>11.8 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the appropriate authorities, the Buyback will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. In accordance with Buyback Regulations, the Company shall not withdraw the Buyback post Public Announcement.</p> <p>11.9 Consideration for the Equity shares bought back by the Company shall be paid only by way of cash through normal banking channels.</p> |
| 14.2 Investor service centre | <p>LINK Intime</p> <p>Name: Link Intime India Pvt. Ltd Address: C101, 247, Park, LBS Marg, Vikhroli (W.e.t), Mumbai, Maharashtra - 400083 Tel.: 022 - 49165200 E-mail: m11helpdesk@linkintime.co.in Contact Person: M. Shanti Gopadhanraman Website: www.linkintime.co.in SEBI Reg No.: INR000024058</p> <p>In case of any query, the shareholder may contact the Register and Share Transfer Agent, on any day between 10.00 am and 5.00 pm Indian Standard Time at the aforementioned address except Saturdays, Sundays and Public holidays.</p> <p>Manager to the Buyback Offer</p> <p>The Company has appointed Keynote Financial Services Limited as Manager to the Buyback Offer. Their details are as under:</p> |
| 15. | <p>KEYNOTE FINANCIAL SERVICES LIMITED</p> <p>(Formerly Keynote Corporate Services Limited) The Ruby, 9th Floor, Sunaparanta Regal Manz, Dadar (West), Mumbai - 400 028 Tel.: 022 - 6526 6000 / 8877977981 Contact Person: Ms. Pooja Sanghvi/Mr. Shanbhunk Patel SEBI Registration No.: IMA/0003566</p> <p>Directors' responsibility</p> <p>As per Regulation 24(1)(e) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other instruments, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.</p> <p>For and on behalf of the Board of Directors</p> <p>Sd/-</p> <p>Narendra Jain Director (DIN: 01984467)</p> |
| 16. | <p>Collection and bidding centers</p> <p>13.1 The Buyback will be implemented by the Company by way of open market purchases through the Indian Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centers and bidding centers is not applicable.</p> <p>Compliance Officer and Investor Service Centre</p> <p>14.1 Compliance Officer Mr. Meghal Shah, Company Secretary & Compliance Officer of the Company, has been appointed as the Compliance Officer for the Buyback in terms of Regulation 24(ii) of the Buyback Regulations.</p> <p>Address: 6th Floor, Aocutii Centre Point, Central Road, Mira Road MIDC, Andheri (E), Mumbai – 400093 Phone no. 022-22728512; E-mail: secretnet@gnit.com</p> <p>Date: December 23, 2020 Place: Mumbai</p> |



WFL Securities Limited
www.wflsecurities.com

(c) such further Act(s) as may be determined by the Board or
Borough Committee, after giving notice of such further
subject to the Company having dissolved an amount equivalent
to the Minimum Buyback Size (even if the Minimum Buyback Size
has not been reached or the Maximum Buyback Size
has been bought back), provided that payment obligations relating
to the Buyback shall be computed before the last date for
the Share.

4. **Procedure and methodology to be adopted for the Buyback:**
 4.1 The Buyback is open to all shareholders holding Physical Shares, subject to the provision of any rule, circular or
notification issued by the Indian Stock Exchange or SEBI, and Beneficial Owners holding Demat Shares, in
terms of Regulation 10(6) of the Brochures Regulations, the Buyback is being implemented by way of open market
purchase through the Indian Stock Exchange and is not limited to the Promoters, Promoter Group and
Persons in Control of the Company.
- 4.2 Further, as required under the Companies Act and Brochures Regulations, the Company will not Buyback Equity
Shares which are listed or to be listed, until the period of such listing, or and the time such Equity
Shares become listed or to be listed.
- 4.3 The Buyback will be implemented by the Company by way of open market purchases through the Indian Stock
Exchange, by the matching mechanism “at once” understanding system, as per defined by the
Brochures Regulations.
- 4.4 For the implementation of the Buyback, the Company has appointed Ventura Securities Limited as the registered
Broker (“Company’s Broker”) through whom the purchases and settlements on account of the Buyback would
be made by the Company.

The contact details of the Company’s Broker are as follows:



Kyamati Bhawan, Sabre India, New Delhi.

VENTURA SECURITIES LIMITED

Address : 1 Thakur Campus, 8th Floor, B Wing, Off, Pukhraj Road No.2, Eastern Express Highway,
Thane – 400601, Maharashtra
Contact Person : Mr. Nilesh Mehta
Tel no. : +91 98100 00000
Email : nilesh@ventura.com
Website : www.ventura.com
SEBI Reg. No. B/2010/442

- 4.5 The Equity Shares of the Company are traded in compulsory centralized mode under the trading code (PFLBET) at NSE and BSE/TST at BSE. The 10% of the Equity Shares of the Company is INR 100/- each. As
mentioned above, the Company shall make arrangements to facilitate participation in the Buyback by shareholders
who hold Physical Shares. Shareholders holding Physical Shares can sell their Equity Shares on the
securities exchange on which they are listed.
- 4.6 The implementation of the Buyback will commence on the date of opening of the trading session in
the “Buy & Hold” mode on the Stock Exchange on the working day prior to the Buyback. The Equity Shares through
the Company’s Broker, at least quantity in week, in each quantity and at each price, not exceeding the Maximum
Buyback Price of INR 150/- (Rupees One Fifty Four Only) per Equity Share, as it may deem fit, depending upon the
prevailing market price of the Equity Shares on the Stock Exchange, when the Company has placed an order for
Buyback of Physical Shares, the identity of the Company or promoter shall appear on the electronic screen of the
Stock Exchange.

- 4.7 **Premise for Buyback of Demat Shares:** Beneficial owners holding Demat Shares who desire to sell their
Equity Shares through the Stock Exchange, shall make arrangements to facilitate participation in the Buyback by shareholders
who hold Physical Shares. Shareholders holding Demat Shares can sell their Equity Shares on the
securities exchange on which they are listed by indicating to the Company’s Broker, the number of Equity Shares it intends to
buy along with a price for the same. The trade would be executed at the price at which the order matches the price
indicated by the interested owner, and that price would be the Buyback price for that interested owner. The
structure of the order, intention of sale and date of delivery of the interest in the manner of payment of payment
would be as per the instructions of the Company. The date of the transaction will be the date of the transaction of the Indian Stock Exchange
and the Broker will debit the amount from the margin account of the Stock Exchange.

- 4.8 It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the
Buyback and that the same would depend on the price at which the trade with that particular
shareholder/beneficial owner was executed.

- 4.9 **Procedure for Buyback of Physical Shares:** The Company shall approach the Indian Stock Exchange for
permission to use a separate window for the Buyback of Physical Shares in terms of Rule 10(6) of the Brochures
Regulations (“Physical Share Buyback Window”).

- 4.10 Upon cessation of permission with the Stock Exchange to use the Physical Share Buyback Window, the
Company shall Buyback the Physical Shares from the shareholders. The procedure for Buyback of Physical
Shares is similar to the one mentioned in the previous section, except that the procedure by Stock Exchange
and stock broker involved in this regard. As per Rule 10(6) of the Brochures Regulations:

1. The Physical Share Buyback Window shall remain open during the Buyback, so far as the
Broker of Physical Shares.
2. Physical Shares shall be bought back from eligible shareholders through the Physical Share Buyback
Window, only after verification of the requisite documents by the Registrar and Share Transfer Agent of the
Company, and on completion of the successful verification, the sale transaction may be executed by the
broker appointed by the eligible shareholder or Company’s Broker.
3. The price at which the Physical Shares are bought back shall be the average market price of the
Demat Shares held during the relevant period. Physical Shares are traded by the
Company’s Broker in the manner mentioned above. The price of the Physical Shares will be determined
that calendar week in the preceding week when the Company has bought back the Equity Shares in the
Campus Model would be considered. The price of Physical Shares remained during the first calendar week of
the Buyback shall be the volume weighted average market price of the Equity Shares of the Company during
the preceding calendar week.

4. The Company’s Broker will charge brokerage fee upon successful execution of the transaction and such
transaction fee will be debited from the sale consideration. The sale consideration would be paid
immediately after the payout of the Stock Exchange, which in turn will be later than 7 (seven) days
from the date of sale.

- 4.11 Shareholders holding Physical Shares and wishing to participate in the Buyback will be required to submit a
copy of all documents for verification purposes to be copied out, including:

- (i) original physical share certificate;
- (ii) valid share transfer form(s);
- (iii) duly filled, signed, by the transferee (for all the eligible shareholders in
case the Equity Shares are held jointly in the name of two persons or more and not listed in 2) and 2)
Original share certificate, in case of a registered holder or a recognized Stock Exchange in relation to
the purchase of Equity Shares held in the name of the shareholder.

- 4.12 KYC Form (as filled and signed by the first holder), Acceptance Form and Declaration Form (as
be signed by all shareholders, including joint holders of shares), KYC Form, Acceptance Form and
Declaration Form can be obtained by contacting the Company’s Registrar and Share Transfer Agent at the
date mentioned in Paragraph 4.2.

- 4.13 Bank account details of the first shareholder along with a copy of a self attested cancellation cheque;

- (iv) self attested copy of the shareholder’s (including joint holders) PAN Card or other documents confirming the
shareholder identity;

- (v) self attested copy of a document confirming the shareholder’s current address;

- (vi) telephone number and small address of all the shareholders (including joint shareholders);

- (vii) copies of regulatory approvals, if any, by the shareholder for the transfer of Equity Shares to the
Company;

- (viii) any other relevant documents such as power of attorney, corporate authentication (such as, board
resolution, resolution of shareholders, copy of the articles of incorporation, copy of the memorandum of
association, share certificate and association certificate or proof of title, if the original shareholder is
deceased, as applicable, either by registered post or by hand delivery to the following address:

VENTURA SECURITIES LIMITED

Address : 1 Thakur Campus, 8th Floor, B Wing, Off, Pukhraj Road No.2, Eastern Express Highway,
Thane – 400601, Maharashtra

Contact Person : Mr. Nilesh Mehta

Tel no. : +91 98100 00000

Email : nilesh@ventura.com

Website : www.ventura.com

SEBI Reg. No. B/2010/442

- (ix) The following set of documents are admissible as proof of Identity: (i) Unique Identification Number (UID) (Aadhar/Pradhan Mantri Udyog Pradhikar) and (ii) PAN card with photograph, (iii) Monthly undifferentiated
with affidavit, photo issued by any of the following: Centralized Government and its Departments, Statutory/Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions, Colleges Affiliated to Universities, Professional Bodies such as ICAI, CIMA, ICBS, CAIAC, etc., to their members and Credit/Debtors Cards issued by banks, (iv) Proof of Date of Birth, (v) Proof of Date of Birth, (vi) Proof of Date of Birth, (vii) Proof of Date of Birth, (viii) Proof of Date of Birth, (ix) Proof of Date of Birth, (x) Proof of Date of Birth, (xi) Proof of Date of Birth, (xii) Proof of Date of Birth, (xiii) Proof of Date of Birth, (xiv) Proof of Date of Birth, (xv) Proof of Date of Birth, (xvi) Proof of Date of Birth, (xvii) Proof of Date of Birth, (xviii) Proof of Date of Birth, (xix) Proof of Date of Birth, (xx) Proof of Date of Birth, (xxi) Proof of Date of Birth, (xxii) Proof of Date of Birth, (xxiii) Proof of Date of Birth, (xxiv) Proof of Date of 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11. Management Discussion and Analysis on the Likely Impact of the Buyback on the Company
- 11.1 The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Company believes that the Buyback is not likely to cause any material impact on the profitability/margins of the Company. The Company will bear all the transaction cost for the Buyback.
- 11.2 The Buyback will be funded out of the internal accrue of the Company including free reserves and/or such other source as may be permitted by the Buyback Regulations or the Ad.
- 11.3 The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company.
- 11.4 Pursuant to Regulation 19(4) of the Buyback Regulations, the Promoters and promoter group will not participate in the Buyback. The existing voting rights of the promoters and promoter group will stand unaltered proportionately, however since the Promoter and Promoter Group are already in control over the Company and thus such further increase in voting rights of the Promoter and Promoter Group will not result in any change in the control or management of the Company.
- 11.5 Consistent to the Buyback (which excludes participation by the Promoters and promoter group) and based on the number of Equity Shares bought back by the Company, the shareholding pattern of the Company would undergo a change; however public shareholder shall not fall below 25% of the total fully paid up Equity Shares of the Company.
- 11.6 In accordance with Section 80(7)(ii) of the Ad the ratio of the aggregate of earned and unearned debt incurred by the Company shall not be more than twice the paid up Equity Share Capital and free reserves post the Buyback.
- 11.7 In compliance with the provisions of the Buyback Regulations and SEBI Circular, the Company shall not raise further capital for a period of six months from the expiry of the Buyback period, except in discharge of its existing obligations. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issues, till the date of expiry of the Buyback period in accordance with the Companies Act and the Buyback Regulations.
- 11.8 Unless otherwise determined by the Board of Buyback Committee or as may be directed by the appropriate authorities, the Buyback will be completed within a minimum period of 9 (ninth) months from the date of opening of the Buyback. In accordance with Buyback Regulations, the Company shall not withdraw the Buyback post Public Announcement.
- 11.9 Consideration for the Equity shares bought back by the Company shall be paid only by way of cash through normal banking channels.

12. Statutory approvals

- 12.1 Pursuant to Sections 88, 89, 70, and all other applicable provisions of the Companies Act and applicable rules thereunder and the provisions of the Buyback Regulations and Article 15 of the Articles of Association of the Company, the Board at its meeting held on November 20, 2020 approved the proposal for the Buyback and shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (through remote e-voting) pursuant to the postal ballot notice, the results of which were announced on December 22, 2020.
- 12.2 The Buyback from each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.
- 12.3 The buyback trust or manager to whom necessary approvals as may be required, and the subsequent process comprising audited and other requisite consents shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.
- 12.4 To the best of the knowledge of the Company, all the requisite approvals required from NSE and BSE have been obtained and on record of the Company. No other statutory approvals are pending or required by it for the Buyback. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in Paragraph 12.2 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, for completion of the Company's obligations in relation to the Buyback.
13. Collection and bidding centers
- 13.1 The Buyback will be implemented by the Company by way of open market purchases through the Indian Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.
14. Compliance Officer and Investor Service Centre
- 14.1 Compliance Officer

Ms. Meghal Shah, Company Secretary & Compliance Officer of the Company, has been appointed as the Compliance Officer for the Buyback in terms of Regulation 24(1) of the Buyback Regulations.
Address: 5th Floor, Adarsh Centre Point, Central Road, Manek MIDC, Andheri (E), Mumbai - 400093
Phone no.: 022 67738812, E-mail: secretary@it.com

14.2 Investor service centre

LINK Intime

Name: Link Intime India Pvt. Ltd
Address: C161, 247, Park LBS Marg, Vashi (West), Navi Mumbai, Maharashtra - 400703
Tel.: 022 - 40166100 E-mail: mkt@linkintime.co.in
Contact Person: Mr. Sharad Gopalakrishnan
Website: www.linkintime.co.in

SEBI Reg No.: INFR000044358

In case of any query the shareholder may contact the Registrar and Share Transfer Agent, on any day between 10:00 am and 5:00 pm Indian Standard Time at the aforementioned address except Saturday, Sunday and Public holidays.

15. Manager to the Buyback Offer

The Company has appointed Keynote Financial Services Limited as Manager to the Buyback Offer. Their details are as under:

KEYNOTE

Keynote Financial Services Limited
(Formerly Keynote Corporate Services Limited)
The Ruby, 36th Floor, Bangalore Nagar Marg, Dadar (West), Mumbai - 400 028
Tel.: 022 - 6226 6000 / 6227 77861
Contact Person: Mr. Pradeep Sanghvi/Mr. Shailesh Patel
SEBI Registration No.: INFR000000012

16. Directors' responsibility

As per Regulation 24(1)(ii) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors
BFL Securities Limited

Sd/-
R Venkatesan
Managing Director
(DIN: 00101195)

Date: December 23, 2020
Place: Mumbai

Sd/-
Harshad Jain
Director
(DIN: 01094457)

Sd/-
Meghal Shah
Company Secretary and
Compliance Officer



