



May 5, 2016

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636	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. NSE Symbol: IIFL
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Dear Sir,

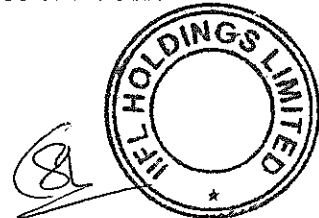
Sub: Outcome of the Board Meeting held on May 05, 2016.

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI – LODR"), the Board of Directors of the Company at their meeting held today has *inter-alia* –

1. Considered and approved the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2016.
2. Appointed Mr. Kranti Sinha, Independent Director as Chairman of Audit Committee in place of Mr. Nilesh Vikamsey who will continue as a member of the Committee. Further, Ms. Geeta Mathur, Independent Director, was also appointed as a member of the Audit Committee.
3. Approved enabling resolution for raising funds through issue of Non Convertible Debentures on a Private Placement basis, up to a limit of Rs.2000 Cr, subject to the approval of the members at the ensuing AGM.

In this regard, we are enclosing:

- i. The Audited financial results (standalone and consolidated) along with Auditors Report and Form A for the financial year ended March 31, 2016 as required under Regulation 33 of the SEBI – LODR;
- ii. Disclosure in accordance with Regulation 52 (4) of the SEBI – LODR.



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



The Certificates of the Debentures Trustees as required under Regulation 52(5) of the SEBI – LODR will be submitted shortly.

The results have been uploaded on the Stock Exchange websites at <http://www.nseindia.com> and <http://www.bseindia.com> and on the website of the Company at <http://www.indiainfoonline.com>.

The Meeting of Board of Directors commenced at 03.00 P.M. and concluded at 05.25 P.M.

Kindly take above on record and oblige.

Thanking You,

Yours faithfully,

For IIFL Holdings Limited

Gajendra Thakur
Company Secretary & Compliance Officer



Place: Mumbai

Encl: as above

Email Id: csteam@indiainfoonline.com

IIFL Holdings Limited (Formerly "India Infoonline Limited")

CIN No.: L74999MH1995PLC093797

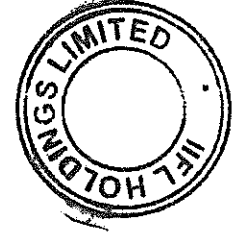
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IIFL Holdings Limited

Statement of Standalone Financial Results for the Quarter and Year ended March 31, 2016

PART-I	Particulars	Rs. Lakhs			
		Quarter ended		Year ended	
		Mar 31, 2016	Dec 31, 2015	Mar 31, 2016	Mar 31, 2015
		Unaudited	Unaudited	Audited	Audited
1. Income from operations					
a. Income from operations		4,275.0	8,196.7	19,918.8	10,185.5
b. Other Operating Income		713.9	156.5	1,221.9	718.5
Total Income from Operations (net)		4,988.9	8,353.2	21,140.7	10,904.0
2. Expenses					
a. Operating Cost		-	-	-	-
b. Employee Cost		212.0	128.5	878.3	216.5
c. Depreciation		2.4	2.2	8.8	7.3
d. Administration Expenses and other Expenditure		259.6	122.3	576.4	224.9
Total Expenditure		474.0	253.0	1,463.5	448.7
3. Profit from operations before other income, finance costs & exceptional items (1-2)		4,514.9	8,100.2	19,677.2	10,455.3
4. Other Income		0.3	-	0.3	100.5
5. Profit from ordinary activities before finance costs & exceptional items (3+4)		4,515.2	8,100.2	19,677.5	10,555.8
6. Finance costs		208.5	142.4	634.5	432.9
7. Profit from ordinary activities after finance costs but before exceptional items (5-6)		4,306.7	7,957.8	19,043.0	10,122.9
8. Exceptional Item		-	-	-	-
9. Profit / (Loss) from ordinary activities before tax (7+8)		4,306.7	7,957.8	19,043.0	10,122.9
10. Tax Expenses		1,376.8	(87.1)	1,845.0	300.7
11. Net Profit from ordinary activities after tax (9-10)		2,929.9	8,044.9	17,198.0	9,822.2
12. Extraordinary items		-	-	-	-
13. Net Profit for the period (11+12)		2,929.9	8,044.9	17,198.0	9,822.2
14. Paid up Equity Share Capital (Face Value of Rs.2 each)		6,330.7	6,308.5	6,330.7	6,204.7
15. Reserves excluding Revaluation Reserve				141,258.4	133,801.6
16. Earnings Per Share before and after extraordinary items					
Basic (In Rs.)		0.94	2.57	5.49	3.24
Diluted (In Rs.)		0.93	2.55	5.46	3.13

For IIFL Holdings Limited



Nirmal Jain
Chairman
(DIN: 00010535)

Date : May 05, 2016
Place : Mumbai

I.A.2. IIFL Holdings Limited Consolidated Result table

IIFL Holdings Limited
Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2016

PART-I	Particulars	Quarter ended				Year ended		Rs. Lakhs
		Mar 31, 2016	Dec 31, 2015	Mar 31, 2015	Mar 31, 2016	Mar 31, 2015		
		Unaudited	Unaudited	Unaudited	Audited	Audited		
	1. a. Income from operations	110,880.6	99,124.6	100,551.3	398,373.4	355,102.4		
	Fund Based activities	77,530.0	70,471.5	66,716.9	286,910.8	252,075.1		
	Financial Products Distribution	19,930.6	19,774.2	20,865.4	67,488.2	58,270.1		
	Capital Market activities	13,420.0	8,878.9	12,969.0	43,974.4	44,757.2		
	b. Other Operating Income							
	Total Income from operations (net)	110,880.6	99,124.6	100,551.3	398,373.4	355,102.4		
	2. Expenses							
	a. Operating Cost	8,894.0	7,425.2	10,295.6	28,044.9	31,743.5		
	b. Employee Benefits expense	19,349.3	17,518.3	15,528.9	70,445.2	60,492.3		
	c. Depreciation and amortization expense	1,625.0	1,685.3	1,575.3	6,608.2	5,916.1		
	d. Administration Expenses and other Expenditure	12,341.6	9,952.2	12,775.4	42,206.5	42,447.9		
	Total Expenses	42,209.9	36,581.0	40,179.2	147,304.8	140,599.8		
	3. Profit from operations before other income, finance costs and exceptional items (1-2)	68,670.7	62,543.6	60,372.1	251,068.6	214,502.6		
	4. Other Income	255.9	279.2	733.8	1,162.3	1,266.1		
	5. Profit from ordinary activities before finance costs and exceptional items (3+4)	68,966.6	62,822.8	61,105.9	252,230.9	215,768.7		
	6. Finance costs	45,060.3	42,899.5	38,469.7	167,999.5	143,382.4		
	7. Profit from ordinary activities after finance costs but before exceptional items (5-6)	23,906.3	19,923.3	22,636.2	84,231.4	72,386.3		
	8. Exceptional Item	-	-	-	-	-		
	9. Profit from ordinary activities before tax (7+8)	23,906.3	19,923.3	22,636.2	84,231.4	72,386.3		
	10. Tax Expenses	8,936.5	6,202.9	8,413.2	28,781.9	24,749.8		
	11. Net Profit from ordinary activities after tax (9-10)	14,969.8	13,720.4	14,223.0	55,449.5	47,636.5		
	12.Extraordinary items	-	-	-	-	-		
	13. Net Profit for the period (11+12)	14,969.8	13,720.4	14,223.0	55,449.5	47,636.5		
	14. Share of profit / (loss) of associates	-	31.6	-	31.3	-		
	15. Minority Interest	1,324.4	1,083.1	1,055.1	4,363.2	2,904.0		
	16. Net Profit after taxes, minority interest and share of profit / (loss) of associates (13+14-15)	13,645.4	12,668.9	13,167.9	51,117.6	44,732.5		
	17. Paid up Equity Share Capital (Face Value of Rs.2 per Equity Share)	6,330.7	6,308.5	6,204.7	6,330.7	6,204.7		
	18. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	285,664.9	249,564.3		
	19. Earnings Per Share before and after extraordinary items (of Rs. 2 each) (Not annualised)							
	Basic (in Rs.)	4.36	4.05	4.35	16.33	14.76		
	Diluted (in Rs.)	4.33	4.01	4.23	16.22	14.36		

For IIFL Holdings Limited



Nirmal Jain
Chairman
(DIN: 00010535)

Date : May 05, 2016
Place : Mumbai

I.A.3. IIFL Holdings Limited Consolidated Segment Wise Revenue & Results

IIFL Holdings Limited

Reporting of Segment-wise Revenue, Result and Capital along with the Quarter and Year ended result in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Consolidated)

Particulars	Quarter ended				Year ended	
	Mar 31, 2016	Dec 31, 2015	Mar 31, 2015	Mar 31, 2015	Mar 31, 2016	Mar 31, 2015
	Unaudited	Unaudited	Unaudited	Audited	Audited	Audited
Segment Revenue						
1 Fund Based activities	77,530.0	70,471.5	66,716.9		286,910.8	252,075.1
2 Financial Products distribution	19,930.6	19,774.2	20,865.4		67,488.2	58,270.1
3 Capital Market activities	13,420.0	8,878.9	12,969.0		43,974.4	44,757.2
4 Other Income	295.9	279.2	733.8		1,162.3	1,266.1
Total	111,176.5	99,403.8	101,285.0		399,535.7	356,368.5
Less : Inter Segment Revenue	-	-	-		-	-
Net Income from Operation	111,176.5	99,403.8	101,285.0		399,535.7	356,368.5
Segment Result (Profit before Tax)						
1 Fund Based activities	15,664.9	13,097.3	12,519.2		55,244.9	45,562.0
2 Financial Products distribution	4,601.1	4,421.0	4,977.4		16,639.7	11,488.0
3 Capital Market activities	3,619.4	2,377.6	4,835.4		12,250.0	15,220.6
4 Other Income	20.8	27.4	304.2		96.9	115.7
Total	23,906.1	19,923.3	22,636.2		84,231.5	72,386.3
Profit from Ordinary Activities before Tax	23,906.1	19,923.3	22,636.2		84,231.5	72,386.3
Capital Employed						
(Segment Assets less Segment liabilities)						
1 Fund Based activities	314,629.7	229,890.7	213,271.6		314,629.7	213,271.6
2 Financial Products distribution	10,990.1	12,720.2	14,747.0		10,990.1	14,747.0
3 Capital Market activities	54,895.0	51,650.3	33,129.5		54,895.0	33,129.5
4 Other Income	-	-	-		-	-
Total capital employed in Segments	380,514.9	294,261.2	261,148.1		380,514.9	261,148.1
Unallocable Corporate Assets/less Corporate liabilities	29,063.8	28,923.9	21,067.7		29,063.8	21,067.7
Total Capital Employed	409,578.7	323,185.1	282,215.8		409,578.7	282,215.8



For IIFL Holdings Limited

Nirmal Jain
Chairman
(DIN: 00010535)

Date : May 05, 2016
Place : Mumbai

IIFL HOLDINGS LIMITED
Standalone Statement of Assets and Liability as at March 31,2016

Particulars	As at March 31, 2016	As at March 31, 2015
I EQUITY AND LIABILITIES		
(1) Shareholder's funds		
(a) Share Capital	633,073,706	620,467,896
(b) Reserve and Surplus	14,125,837,599	13,380,157,618
Sub total	14,758,911,305	14,000,625,514
(2) Non Current Liabilities		
(a) Long-term Borrowings	500,000,000	500,000,000
(b) Deferred Tax Liabilities	-	-
(c) Other Long-term Liabilities	-	-
(d) Long-Term Provisions	6,877,537	3,478,030
Sub total	506,877,537	503,478,030
(4) Current liabilities		
(a) Short-Term Borrowings	-	-
(b) Trade Payables	-	-
(c) Other current liabilities	99,241,213	173,384,623
(d) Short-term provisions	37,940,064	14,023,153
Sub total	137,181,277	187,407,776
TOTAL	15,402,970,119	14,691,511,320
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	8,715,179	9,319,211
(ii) Intangible assets	472,222	-
(iii) Capitalwork-In-Progress	16,091,951	-
Sub total	25,279,352	9,319,211
(b) Non-Current Investments	14,173,499,129	13,782,984,299
(c) Deferred Tax Assets (Net)	146,922,913	171,788,219
(d) Long-term loans & advances	251,514,595	257,375,887
(e) Other non-current assets	-	-
Sub total	14,571,936,637	14,212,148,405
(2) Current assets		
(a) Current investments	-	-
(b) Inventories	-	-
(c) Trade receivables	52,430,670	32,782,559
(d) Cash and Bank balances	33,444,755	416,169,848
(e) Short-term loans & advances	707,230,425	2,980,010
(f) Other current assets	12,648,280	18,111,287
Sub total	805,754,130	470,043,704
TOTAL	15,402,970,119	14,691,511,320

For IIFL Holdings Limited

Nirmal Jain
Chairman
(DIN: 00010535)

Date : May 05, 2016
Place : Mumbai



IIFL HOLDINGS LIMITED
Consolidated Statement of Assets and Liability as at March 31, 2016

Particulars	As at March 31, 2016	As at March 31, 2015
I EQUITY AND LIABILITIES		
(1) Shareholder's funds		
(a) Share Capital	633,073,706	620,467,896
(b) Reserve and Surplus	28,566,489,942	24,956,430,367
(c) Money received against share warrants	87,000	-
Sub total	29,199,650,648	25,576,898,263
(2) Minority Interest	11,758,215,502	2,644,671,554
(3) Non Current Liabilities		
(a) Long-term Borrowings	90,203,076,010	94,711,784,544
(b) Deferred Tax Liabilities	104,164,597	42,045,494
(c) Other Long-term Liabilities	176,115,849	102,670,934
(d) Long-Term Provisions	790,074,012	612,606,309
Sub total	91,273,430,468	95,469,107,281
(4) Current liabilities		
(a) Short-Term Borrowings	35,995,092,413	37,518,064,943
(b) Trade Payables	9,173,538,088	7,538,907,813
(c) Other current liabilities		
-Current portion of long term borrowing	33,277,766,388	14,163,830,306
-Others	15,996,883,982	8,741,742,248
(d) Short-term provisions	2,090,870,785	2,567,389,274
Sub total	96,534,151,654	70,529,934,584
TOTAL	228,765,448,273	194,220,611,682
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	4,694,645,329	4,562,333,632
(ii) Intangible assets	53,904,276	50,556,613
(iii) Capitalwork-In-Progress	56,040,366	103,561,880
(iv) Goodwill	578,313,983	383,471,063
(iv) Intangible assets under development		
Sub total	5,382,903,953	5,099,923,188
(b) Non-Current Investments	5,790,614,863	5,709,227,591
(c) Deferred Tax Assets (Net)	1,411,066,144	1,269,578,550
(d) Long-term loans & advances		
-Loans	90,071,008,728	50,555,646,082
-Others	3,139,112,729	2,833,633,690
(e) Other non-current assets	67,908,886	99,312,567
Sub total	100,479,711,350	60,467,398,480
(2) Current assets		
(a) Current investments	12,879,241,243	7,125,127,080
(b) Inventories	332,996,157	2,549,128,774
(c) Trade receivables	5,861,107,542	4,995,342,454
(d) Cash and Bank balances	16,288,289,389	18,287,380,364
(e) Short-term loans & advances		
-Loans	80,484,394,607	87,163,336,674
-Others	6,647,271,310	7,890,694,457
(f) Other current assets	409,532,722	642,280,211
Sub total	122,902,832,970	128,653,290,015
TOTAL	228,765,448,273	194,220,611,682

For IIFL Holdings Limited

Nirmal Jain
Chairman
(DIN: 00010535)

Date : May 05, 2016
Place : Mumbai


Notes to results:

1. The above financial results have been reviewed by the Audit Committee and approved by the Board at its meeting held on May 05, 2016.
2. The Standalone and Consolidated financial results for the quarter and year ended March 31, 2016, as submitted to Stock Exchanges are also available on our website www.indiaonline.com
3. The Company and its subsidiaries are engaged in finance and financial services activities. On a consolidated basis, the Company has identified three reportable segments namely (i) fund based activities, (2) financial products distribution and (3) capital market activities.

4. Standalone information of IIFL Holdings Limited is as under:

(Rs. in Lakhs)

Particulars	Quarter ended March 31, 2016 (Unaudited)	Quarter ended December 31, 2015 (Unaudited)	Quarter ended March 31, 2015 (Unaudited)	Year ended March 31, 2016 (Audited)	Year ended March 31, 2015 (Audited)
Total income	4,988.9	8,353.2	864.0	21,140.7	10,904.0
Profit before tax	4,306.7	7,957.8	484.7	19,043.0	10,122.9
Profit after tax	2,929.9	8,044.9	303.1	17,198.0	9,822.2

5. During the quarter ended on March 31, 2016, the Company allotted 11,10,000 equity shares of Rs. 2/- each on exercise of stock options under the Employee Stock Option Schemes.
6. During the year, the Company had declared and paid an interim dividend of Rs. 4.25 per share (Face Value of Rs. 2/- per share) which includes a special dividend of Rs. 1.25 per equity share, to commemorate a decade of listing. The same is considered as final.
7. During the quarter ended on March 31, 2016, the wealth management subsidiary of the Company i.e. IIFL Wealth Management Limited acquired 100% shareholding and Control of IIFL Wealth Finance Limited (formerly known as Chephris Capital Market Limited) from its erstwhile Promoters and Share holders. Pursuant to this, IIFL Wealth Finance Ltd. has become a subsidiary of the Company.
8. Previous periods figures have been regrouped / rearranged wherever necessary.

By order of the Board
For IIFL Holdings Limited



Nirmal Jain
Chairman
DIN: 00010535

Date: May 5, 2016
Place: Mumbai

IIFL Holdings Limited
Extract of Consolidated Financial Results for the Quarter and Year ended 31 st March 2016

Rs in Lakhs			
Particulars	Quarter ended Mar 31, 2016	Year ended Mar 31, 2016	Quarter ended Mar 31, 2015
	Unaudited	Audited	Unaudited
Total income from operations (net)	110,880.6	398,373.4	100,551.3
Net Profit / (Loss) after tax and minority Interest	13,645.4	51,117.6	13,167.9
Paid up Equity Share Capital(Face Value Rs. 2/- per share)	6,330.7	6,330.7	6,204.7
Reserves as per Balance sheet	285,664.9	285,664.9	249,564.3
	(As on 31/03/2016)	(As on 31/03/2016)	(As on 31/03/2015)
Earnings Per Share (of Rs. 2/- each)(before and after extraordinary items)			
Basic :	4.36	16.33	4.35
Diluted:	4.33	16.22	4.23

Notes:

1. The above financial results have been reviewed by the Audit Committee and approved by the Board at its meeting held on May 05, 2016.

2. The key data relating to Standalone results of IIFL Holdings Limited is as under:

(Rs in Lakhs)			
Particulars	Quarter ended Mar 31, 2016	Year ended Mar 31, 2016	Quarter ended Mar 31, 2015
	Unaudited	Audited	Unaudited
Total income from operations (net)	4,988.9	21,140.7	864.0
Profit Before Tax	4,306.7	19,043.0	484.7
Net Profit after Tax	2,929.9	17,198.0	303.1

3. During the quarter ended on March 31, 2016, the Company allotted 11,10,000 equity shares of Rs. 2/- each on exercise of stock options under the Employee Stock Option Schemes.

4. Previous periods figures have been regrouped / rearranged wherever necessary.

5. The above is an extract of the detailed format of Quarterly/Year ended Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Year ended Financial Results are available on the Stock Exchange websites viz. www.bseindia.com and www.nseindia.com and on the Company's website viz. www.indiaonline.com.



For IIFL Holdings Limited

Nirmal Jain
Chairman

DIN: 00010535

Date : May 05, 2016

Place : Mumbai

Sharp & Tannan Associates

Chartered Accountants

87 Nariman Bhavan, 227 Nariman Point
Mumbai (Bombay) 400 021, INDIA.

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W: www.sharp-tannan.com

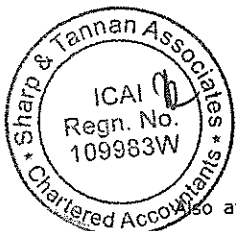
Auditors' Report on Quarterly Standalone financial and Year to Date Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
**The Board of Directors,
IIFL Holdings Limited**

We have reviewed the quarterly standalone financial results of IIFL Holdings Limited ("the Company") for the quarter ended 31st March, 2016 and audited year to date Standalone financial Results for the year from 1st April, 2015 to 31st March, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These standalone financial results for the quarter ended 31st March, 2016 have been prepared on the basis of the published standalone financial results for the quarter ended 31st December, 2015, audited annual standalone financial statements as at and for the year ended 31st March, 2016, which, are the responsibility of the Company's management and have been approved by the Board of Directors on 5th May, 2016. Our responsibility is to express an opinion on these standalone financial results based on our review of the standalone financial results for the quarter ended 31st March, 2016 which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read together with relevant rules issued there under and other accounting principles generally accepted in India; and our audit of the annual standalone financial statements as at and for the year ended 31st March, 2016, and the relevant requirements of Regulations 33 and 52 of the of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as standalone financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

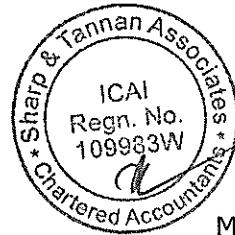
In our opinion and to the best of our information and according to the explanations given to us these quarterly standalone financial results as well as the year to date results:



1. are presented in accordance with the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
2. give a true and fair view of the net profit and other standalone financial information for the quarter ended 31st March, 2016 as well as the year to date results for the period from 1st April, 2015 to 31st March, 2016.

Further, we report that the figures for the quarter ended 31st March, 2016 represent the derived figures between the audited figures in respect of the current full financial year ended 31st March, 2016 and the published unaudited year to date figures up to 31st December, 2015, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated above.

For Sharp and Tannan Associates
Chartered Accountants
Firm's Registration No.:109983W
By the hand of

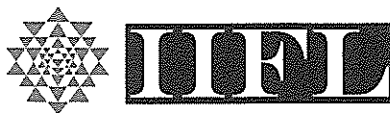


A handwritten signature in black ink, appearing to read "Tirtharaj Khot".

Tirtharaj Khot
Partner

Membership No.:(F) 037457

Place: Mumbai
Date: 5th May, 2016



May 05, 2016

FORM A

(For audit report with unmodified opinion)

[Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1.	Name of the Company	IIFL Holdings Limited
2.	Annual financial statements for the year ended	March 31, 2016 (Standalone)
3.	Type of Audit Observation	Un-modified
4.	Frequency of observation	Not Applicable

For IIFL Holdings Limited

Nirmal Jain
Chairman

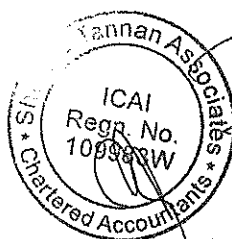


For IIFL Holdings Limited

Nilesh Vikamsey
Chairman of Audit Committee

For IIFL Holdings Limited

Prabodh Agrawal
Chief Financial Officer



For Sharp & Tannan Associates

Chartered Accountants

Firm's Registration No.: 109983W

By the hand of

Tirtharaj Khot
Partner

Membership No. (F) 037457

IIFL Holdings Limited (Formerly "India Infoline Limited")

Corporate Identity Number-L74999MH1995PLC093797

Corporate Office - IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel: (91-22) 4249 9000 • Fax: (91-22) 4060 9049

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

Sharp & Tannan Associates

Chartered Accountants

87 Nariman Bhavan, 227 Nariman Point
Mumbai (Bombay) 400 021, INDIA.

T: +91 22 6153 7500 ; 2202 2224 / 8857
F: +91 22 2202 3856
E: mumbai.office@sharp-tannan.com
W: www.sharp-tannan.com

Auditors' Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulations 33 and 52 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

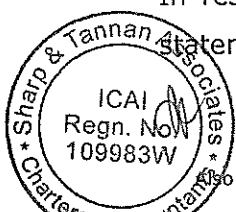
**To,
The Board of Directors,
IIFL Holdings Limited**

We have reviewed the quarterly consolidated financial results of IIFL Holdings Limited ("the Company") and its subsidiaries / Jointly Controlled Entity of Subsidiary for the quarter ended 31st March, 2016 and audited year to date Consolidated Financial Results for the year from 1st April, 2015 to 31st March, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulations 33 and 52 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. These consolidated financial results for the quarter ended 31st March, 2016 have been prepared on the basis of the published consolidated financial results for the quarter ended 31st December, 2015, audited annual consolidated financial statements as at and for the year ended 31st March, 2016, and the relevant requirements of Regulations 33 and 52 of the of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. which are the responsibility of the Company's management and have been approved by the Board of Directors on 5th May, 2016. Our responsibility is to express an opinion on these consolidated financial results based on our audit of the consolidated financial results for the quarter ended 31st March, 2016 which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, applicable accounting standards as specified under Section 133 of the Companies Act, 2013, read together with relevant rules issued thereunder and other accounting principles generally accepted in India; and our audit of the annual consolidated financial statements as at and for the year ended 31st March, 2016 and the relevant requirements of Regulations 33 and 52 of the of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provide a reasonable basis for our opinion.

In respect of financial result covered by this report, we state that we did not audit the Statement of audited financial result of its 1 subsidiary and its 15 subsidiaries whose

Page **1** of **3**



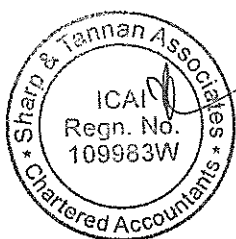
financial results have been audited by other auditor, whose copy of consolidated review/audit report addressed to the Board of Directors of that subsidiary has been furnished to us for our records and our conclusion, and in so far as it relates to amounts included in respect of this subsidiary on a consolidated basis, is based solely on the consolidated review/audit report of the other auditor. The amounts of total assets and total revenue, on a standalone basis as reproduced below have been duly reconciled, as certified to us by the management with the amounts of corresponding numbers of consolidated financial result as audited by other auditor. Further this financial result also includes audited financial statements of 2 Subsidiaries and management reviewed financial statement of 1 jointly controlled entity submitted to us.

	Amount (Rs. In Lakhs)	
	Total Assets	Total Revenue
Reviewed by other Auditor		
Subsidiaries / Step down Subsidiaries	2,62,565	67,472
Reviewed by the Management		
Jointly Controlled Entity	3,572	0

In Our Opinion and to the best of our information and according to the explanation given to us these consolidated quarterly financial results as well as the consolidated year to date results:

1. Include the quarterly and year to date financial results of the followings subsidiaries/step down subsidiaries/Joint controlled entity;

India Infoline Limited, India Infoline Commodities Limited, 5 Paise Capital Limited (Formerly IIFL Capital Limited), IIFL Facilities Services Limited (Formerly IIFL Realty Limited), IIFL Properties Private Limited (Formerly, Ultra Sign and Display Private Limited), India Infoline Insurance Services Limited, India Infoline Insurance Brokers Limited, India Infoline Media & Research Services Limited, IIFL Asset Reconstruction Limited, India Infoline Finance Limited, India Infoline Housing Finance Limited, IIFL Wealth (UK) Limited, IIFL Capital Inc, IIFL Wealth Management Limited, IIFL Distribution Services Limited, IIFL Trustee Limited (formerly India Infoline Trustee Company limited), IIFL Investment Advisors and Trustee Services Limited (Formerly IIFL Trustee Services Limited), IIFL Asset Management Limited (Formerly India Infoline Asset Management Company Limited), IIFL Alternate Asset Advisors Limited, India Alternatives Investment Advisors Private Limited, IIFL Wealth Finance Limited (Formerly Chephis Capital Markets Limited), IIFL Private Wealth (Mauritius) Limited, IIFL Private Wealth Management (Dubai) Limited, IIFL Private Wealth Hong Kong Limited, IIFL Private Wealth (Suisse) SA, IIFL Inc., IIFL Securities Pte. Limited, IIFL Capital Pte. Limited, IIFL (Asia) Pte. Limited and Meenakshi Tower LLP.

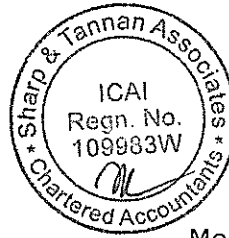


2. have been presented in accordance with the requirements Regulations 33 and 52 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in this regard; and
3. give a true and fair view of the consolidated net profit and other financial information for the quarter ended 31st March, 2016 as well as the consolidated year to date results for the period from 1st April, 2015 to 31st March, 2016.

Further, we report that the figures for the quarter ended 31st March, 2016 represent the derived figures between the audited figures in respect of the current full financial year ended 31st March, 2016 and the published unaudited year-to-date figures up to 31st December, 2015, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated above.

Place: Mumbai
Date: 5th May, 2016

For Sharp and Tannan Associates
Chartered Accountants
Firm's Registration No.:109983W
By the hand of



Tirtharaj Khot
Partner
Membership No. :(F) 037457



May 05, 2016

FORM A

(For audit report with unmodified opinion)

[Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1.	Name of the Company	IIFL Holdings Limited
2.	Annual financial statements for the year ended	March 31, 2016 (Consolidated)
3.	Type of Audit Observation	Un-modified
4.	Frequency of observation	Not Applicable

For IIFL Holdings Limited

Nirmal Jain
Chairman

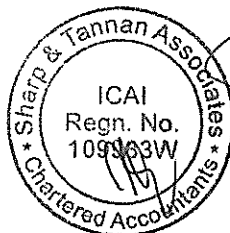


For IIFL Holdings Limited

Nitesh Vikamsey
Chairman of Audit Committee

For IIFL Holdings Limited

Prabodh Agrawal
Chief Financial Officer



For Sharp & Tannan Associates
Chartered Accountants

Firm's Registration No.: 109983W

By the hand of

Tirtharaj Khot
Partner

Membership No. (F) 037457

IIFL Holdings Limited (Formerly "India Infoline Limited")

Corporate Identity Number-L74999MH1995PLC093797

Corporate Office - IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel: (91-22) 4249 9000 • Fax: (91-22) 4060 9049

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

Please find the information for the NCDs issued and listed with NSE in terms of the provisions of Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr No	Particulars	Details																				
(a)	Credit Rating and change in rating (if any)	<table><tr><td>1</td><td>Long Term Debt Programme</td><td>ICRA Rating</td><td>ICRA AA (Stable)</td></tr><tr><td>2</td><td>Secured NCD Programme</td><td>ICRA Rating</td><td>ICRA AA (Stable)</td></tr><tr><td>3</td><td>Short Term Debt Programme</td><td>ICRA Rating</td><td>ICRA A1+</td></tr><tr><td>4</td><td>Commercial Paper Programme</td><td>ICRA Rating</td><td>ICRA A1+</td></tr><tr><td>5</td><td>Short Term Bank Lines</td><td>ICRA Rating</td><td>ICRA A1+</td></tr></table>	1	Long Term Debt Programme	ICRA Rating	ICRA AA (Stable)	2	Secured NCD Programme	ICRA Rating	ICRA AA (Stable)	3	Short Term Debt Programme	ICRA Rating	ICRA A1+	4	Commercial Paper Programme	ICRA Rating	ICRA A1+	5	Short Term Bank Lines	ICRA Rating	ICRA A1+
1	Long Term Debt Programme	ICRA Rating	ICRA AA (Stable)																			
2	Secured NCD Programme	ICRA Rating	ICRA AA (Stable)																			
3	Short Term Debt Programme	ICRA Rating	ICRA A1+																			
4	Commercial Paper Programme	ICRA Rating	ICRA A1+																			
5	Short Term Bank Lines	ICRA Rating	ICRA A1+																			
(b)	Asset cover available	The Company Has maintained 100% Asset Cover on its Secured Listed Non-Convertible Debenture as on 31 st March, 2016																				
(c)	Debt Equity Ratio*	The Debt Equity Ratio as on 31st March, 2016 was 0.04 and 5.95 for Standalone Financials and consolidated Financials respectively.																				
(d)	Previous due date for the payment of interest/ repayment of principal of non convertible debt securities and whether the same has been paid or not	NIL																				
(e)	next due date for the payment of interest/ principal along with the amount of interest and the redemption amount	The company has issued NCD at Zero Coupon, therefore the Interest and Principle amount will be paid at the time of Redemption.																				
(f)	Debt service coverage ratio**	The Debt Service coverage ratio as on 31st March, 2016 was 31.03 for Standalone Financials and 1.54 for consolidated Financials respectively.																				
(g)	Interest service coverage ratio***	The Interest Service coverage ratio as on 31st March, 2016 was 31.01 for Standalone Financials and 1.50 for consolidated Financials respectively.																				
(h)	Outstanding redeemable preference shares (quantity and value)	NIL																				



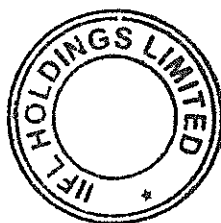
(i)	Debenture redemption reserve	The Debenture Redemption Reserve as on 31st March, 2016 was Rs 42,584,941/- and Rs 4,167,231,612/- for Standalone Financials and consolidated Financials respectively.
(j)	Net worth#	The Networth as on 31st March, 2016 was Rs 14,161,211,305/- and Rs 28,284,128,103/- for Standalone Financials and consolidated Financials respectively
(k)	Net profit after tax	Given in the Financial Results
(l)	Earnings per share	Given in the Financial Results

* Debt Equity ratio is calculated considering formula as $[(\text{Long term borrowing} + \text{short term borrowing}) / (\text{Equity share Capital} + \text{General Reserve} + \text{Securities premium account} + \text{profit and loss account} - \text{deferred expenses})]$

** DSCR is calculated as $(\text{EBIDT} / \text{Interest Expense})$

*** ISCR is calculated considering formula as $(\text{EBIT} / \text{Interest Expense})$

Networth is calculated as $[\text{Equity share capital} + \text{General Reserve} + \text{Securities premium account} + \text{profit and loss account} + \text{capital redemption reserve} + \text{Debentures redemption Reserve} + \text{special Reserve} - \text{deferred expenses}]$



For IIFL Holdings Limited

Nirmal Jain
Chairman
(DIN: 00010535)

Place :- Mumbai
Date :- 05.05.2016