



May 4, 2017

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 04, 2017.

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, 2017.
2. 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 for the financial year ended March 31, 2017 as required under Regulation 33 of the SEBI - LODR;
- ii. Disclosure in accordance with Regulation 52 (4) of the SEBI – LODR.

Further, In terms of the provisions of Section 139 of the Companies Act, 2013 and Rules made there under, the Company is required to mandatorily change the present Statutory Auditors of the Company i.e. M/s. Sharp and Tannan Associates at the ensuing Annual General Meeting ["AGM"] of the Company due to completion of their maximum permitted term under the said section. Accordingly, based on the proposal of the Audit Committee, the Board has considered and recommended for the approval of Shareholders at next AGM, the appointment of Deloitte Haskin & Sells LLP, Chartered Accountants (ICAI Firm's Registration No. 117366W/W-100018) as the Statutory Auditors of the Company for a period of 5 (five) consecutive years commencing from the conclusion of the 22nd Annual General Meeting of the Company schedule to be held in the year 2017 till the conclusion of the 27th AGM to be held in the year 2022, subject to the approval of shareholders of the Company.

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.iifl.com>.



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, Wagale 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

When it's about money..



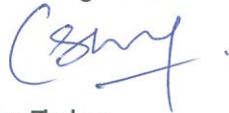
The Meeting of Board of Directors commenced at 02.00 P.M. and concluded at 03.45 P.M. 

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@iifl.com

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IIFL Holdings Limited
Statement of Standalone Financial Results for the Quarter & Year ended March 31, 2017

Particulars	Quarter ended			Year ended	
	Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
	Unaudited	Unaudited	Unaudited	Audited	Audited
1. Income					
a. Revenue from Operation	12,536.9	3,705.4	4,988.9	19,206.4	21,140.7
b. Other Income	27.3	-	0.3	27.3	0.3
Total Revenue	12,564.2	3,705.4	4,989.2	19,233.7	21,141.0
2. Expenses					
a. Operating Cost	-	-	-	-	-
b. Employee benefits expense	354.6	96.8	197.6	622.0	840.9
c. Depreciation and amortisation expense	17.1	16.6	2.4	58.3	8.8
d. Administration and other expense	183.3	72.4	256.5	565.5	569.1
e. Finance Cost	155.7	159.1	208.6	679.2	634.5
Total Expenditure	710.7	344.9	665.1	1,925.0	2,053.3
3. Profit/(Loss) before Exceptional Items and extraordinary items and tax from Continuing Operation (1-2)	11,853.5	3,360.5	4,324.1	17,308.7	19,087.7
4. Exceptional Item & Extraordinary items	-	-	-	-	-
5. Profit/(Loss) before Tax from Continuing Operation (3-4)	11,853.5	3,360.5	4,324.1	17,308.7	19,087.7
6. Tax Expenses	445.1	675.7	1,376.8	1,396.8	1,845.0
7. Profit/(Loss) after tax for the period from Continuing Operation (5-6)	11,408.4	2,684.8	2,947.3	15,911.9	17,242.7
8. Profit/(Loss) before tax from Discontinuing Operation	(64.2)	(94.3)	(17.4)	(234.0)	(44.7)
9. Tax Expenses of discountinuing operation	-	-	-	-	-
10. Profit/(Loss) after tax from Discontinuing Operation	(64.2)	(94.3)	(17.4)	(234.0)	(44.7)
11. Profit/(Loss) after Tax (7+10)	11,344.2	2,590.5	2,929.9	15,677.9	17,198.0
12. Paid up Equity Share Capital (Face Value of Rs.2 each)	6,358.2	6,351.8	6,330.7	6,358.2	6,330.7
13. Reserves excluding Revaluation Reserve				1,43,591.1	1,41,258.4
14. Earnings Per Share before and after Extraordinary Items (Face Value Rs. of 2 each) (EPS for quarter not annualised)					
Basic (In Rs.)	3.58	0.82	0.94	4.94	5.49
Diluted (In Rs.)	3.56	0.81	0.93	4.92	5.46

For IIFL Holdings Limited



Nirmal Jain
Chairman
(DIN: 00010535)



Date : May 04, 2017

Place: Mumbai

IIFL Holdings Limited
Statement of Consolidated Financial Results for the quarter and Year ended March 31, 2017

Particulars	Quarter ended			Year ended	
	Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
	Unaudited	Unaudited	Unaudited	Audited	Audited
1. Income					
a. Revenue from operations	1,40,094.2	1,27,054.2	1,09,664.8	4,91,237.3	3,95,176.1
b. Other Income	350.0	313.8	326.1	1,241.4	1,056.9
Total Revenue	1,40,444.2	1,27,368.0	1,09,990.9	4,92,478.7	3,96,233.0
2. Expenses					
a. Finance cost	56,105.7	52,788.5	45,060.3	2,09,220.0	1,67,999.5
b. Operating cost	6,592.3	4,963.8	6,536.5	18,853.5	15,032.9
c. Employee benefits expense	22,706.3	19,692.0	19,335.0	78,403.0	70,407.8
d. Depreciation and amortisation expense	1,436.0	1,294.2	1,625.0	5,397.1	6,608.2
e. Administration and other expense	10,682.9	11,070.0	10,175.8	39,012.9	39,827.8
f. Provisions / Write Offs	6,550.2	4,570.3	3,334.6	18,958.9	12,080.7
Total Expenses	1,04,073.4	94,378.8	86,067.2	3,69,845.4	3,11,956.9
3. Profit/(Loss) before Exceptional Items and extraordinary items and tax from Continuing Operation (1-2)	36,370.8	32,989.2	23,923.7	1,22,633.3	84,276.1
4. Exceptional Item & Extraordinary items	-	-	-	-	-
5. Profit/(Loss) before Tax from Continuing Operation (3-4)	36,370.8	32,989.2	23,923.7	1,22,633.3	84,276.1
6. Extraordinary Items	-	-	-	-	-
7. Profit before Tax (5-6)	36,370.8	32,989.2	23,923.7	1,22,633.3	84,276.1
8. Tax Expenses	12,851.8	10,668.3	8,936.5	40,181.3	28,781.9
7. Profit/(Loss) after tax for the period from Continuing Operation (5-6)	23,519.0	22,320.9	14,987.2	82,452.0	55,494.2
8. Profit/(Loss) before tax from Discontinuing Operation	(64.2)	(94.3)	(17.4)	(234.0)	(44.7)
9. Tax Expenses of discontinuing operation	-	-	-	-	-
10. Profit/(Loss) after tax from Discontinuing Operation	(64.2)	(94.3)	(17.4)	(234.0)	(44.7)
11. Profit/(Loss) after Tax (7+10)	23,454.8	22,226.6	14,969.8	82,218.0	55,449.5
12. Share of profit / (loss) of Associate Companies	2.9	1.9	-	9.6	31.3
13. Minority Interest	4,821.7	4,321.8	1,324.4	13,618.7	4,363.2
14. Net Profit after Taxes, Minority Interest and Share of profit / (loss) of Associates Companies (11+12-13)	18,636.0	17,906.7	13,645.4	68,608.9	51,117.6
15. Paid-up Equity Share Capital (Face Value of Rs.2/-)	6,358.2	6,351.8	6,330.7	6,358.2	6,330.7
16. Reserve excluding Revaluation Reserves as per balance sheet as on	-	-	-	4,31,783.7	3,28,880.9
17. Earnings Per Share Before and After Extraordinary Item (Face Value Rs. of 2 each) (EPS for quarters not annualised)					
Basic (In Rs.)	5.88	5.65	4.36	21.64	16.33
Diluted (In Rs.)	5.84	5.62	4.33	21.52	16.22



For IIFL Holdings Limited

Nirmal Jain
Chairman
(DIN: 00010535)

Date : May 04, 2017
Place : Mumbai

IIFL Holdings Limited
Statement of Segment Information for the quarter and Year ended March 31, 2017

Rs. Lakhs

Particulars	Quarter ended			Year ended	
	Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
	Unaudited	Unaudited	Unaudited	Audited	Audited
Segment Revenue					
1 Fund Based activities	1,01,904.5	94,382.2	74,880.1	3,62,935.1	2,72,300.2
2 Financial Products distribution	23,094.4	16,623.7	18,529.6	71,575.2	67,687.8
3 Capital Market activities	15,095.3	16,048.3	16,255.1	56,727.0	55,188.1
4 Other Income	350.0	313.8	326.1	1,241.4	1,056.9
Total	1,40,444.2	1,27,368.0	1,09,990.9	4,92,478.7	3,96,233.0
Less : Inter Segment Revenue	-	-	-	-	-
Net Income from Operation	1,40,444.2	1,27,368.0	1,09,990.9	4,92,478.7	3,96,233.0
Segment Result (Profit before Tax)					
1 Fund Based activities	24,800.7	23,132.8	15,556.2	83,455.0	53,335.8
2 Financial Products distribution	7,231.1	6,317.0	4,711.0	27,735.9	20,034.3
3 Capital Market activities	4,327.0	3,451.7	3,685.4	11,252.9	10,934.6
4 Other Income	12.0	87.7	(28.9)	189.5	(28.6)
Total	36,370.8	32,989.2	23,923.7	1,22,633.3	84,276.1
Profit from Ordinary Activities before Tax	36,370.8	32,989.2	23,923.7	1,22,633.3	84,276.1
Segment Assets					
1 Fund Based activities	29,68,700.7	28,20,194.4	19,82,284.9	29,68,700.7	19,82,284.9
2 Financial Products distribution	1,97,702.7	1,22,367.6	1,18,618.0	1,97,702.7	1,18,618.0
3 Capital Market activities	1,74,411.1	1,70,506.2	1,53,323.8	1,74,411.1	1,53,323.8
4 Other Income	-	-	-	-	-
Total	33,40,814.5	31,13,068.2	22,54,226.7	33,40,814.5	22,54,226.7
Unallocable Corporate Assets/less Corporate liabilities	35,455.2	35,744.5	33,427.8	35,455.2	33,427.8
Total Segment Assets	33,76,269.7	31,48,812.7	22,87,654.5	33,76,269.7	22,87,654.5
Segment Liabilities					
1 Fund Based activities	25,23,965.6	23,90,365.2	16,67,654.2	25,23,965.6	16,67,654.2
2 Financial Products distribution	1,30,526.1	68,008.2	77,812.7	1,30,526.1	77,812.7
3 Capital Market activities	1,48,710.6	1,33,901.3	1,28,244.9	1,48,710.6	1,28,244.9
4 Other Income	-	-	-	-	-
Total	28,03,202.3	25,92,274.7	18,73,711.8	28,03,202.3	18,73,711.8
Unallocable Corporate Assets/less Corporate liabilities	9,388.6	7,844.6	4,364.0	9,388.6	4,364.0
Total Segment Liabilities	28,12,590.9	26,00,119.3	18,78,075.8	28,12,590.9	18,78,075.8
Capital Employed (Segment Assets less Segment liabilities)					
1 Fund Based activities	4,44,735.1	4,29,829.2	3,14,630.7	4,44,735.1	3,14,630.7
2 Financial Products distribution	67,176.6	54,359.4	40,805.3	67,176.6	40,805.3
3 Capital Market activities	25,700.5	36,604.9	25,078.9	25,700.5	25,078.9
4 Other Income	-	-	-	-	-
Total capital employed in Segments	5,37,612.2	5,20,793.5	3,80,514.9	5,37,612.2	3,80,514.9
Unallocable Corporate Assets/less Corporate liabilities	26,066.6	27,899.9	29,063.8	26,066.6	29,063.8
Total Capital Employed	5,63,678.8	5,48,693.4	4,09,578.7	5,63,678.8	4,09,578.7

IIFL HOLDINGS LIMITED
Standalone Statement of Asset and Liabilities as at March 31, 2017

(₹ in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
I EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	6,358.16	6,330.74
(b) Reserve and Surplus	1,43,591.10	1,41,258.38
Sub total	1,49,949.26	1,47,589.12
(2) Share application money pending allotment	14.57	-
Sub total	14.57	-
(3) Non Current Liabilities		
(a) Long-term borrowings	-	5,000.00
(b) Deferred tax liabilities (Net)	-	-
(c) Other Long-term liabilities	-	-
(d) Long-term provisions	110.80	68.78
Sub total	110.80	5,068.78
(4) Current liabilities		
(a) Short-term borrowings	-	-
(b) Trade payables	-	-
(A) total outstanding dues of micro and small enterprises		
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		
(c) Other current liabilities	6,490.04	992.41
(d) Short-term provisions	515.74	379.40
Sub total	7,005.78	1,371.81
TOTAL	1,57,080.41	1,54,029.71
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	78.79	87.15
(ii) Intangible assets	127.57	4.72
(iii) Capital work-in-progress	-	160.92
Sub total	206.36	252.79
(b) Non-Current Investments	1,44,384.06	1,41,734.99
(c) Deferred Tax Assets (Net)	1,329.90	1,469.23
(d) Long-term loans & advances	2,269.20	2,515.15
(e) Other non-current assets	-	-
Sub total	1,47,983.16	1,45,719.37
(2) Current assets		
(a) Current investments	7,800.00	-
(b) Inventories	-	-
(c) Trade receivables	109.27	524.31
(d) Cash and Bank Balances	853.20	334.45
(e) Short-term loans & advances	21.65	7,072.31
(f) Other current assets	106.77	126.48
Sub total	8,890.89	8,057.55
TOTAL	1,57,080.41	1,54,029.71

For IIFL Holdings Limited


Nirmal Jain
Chairman
(DIN: 00010535)



Date : May 04, 2017
Place: Mumbai

Particulars	As at March 31, 2017	As at March 31, 2016
I EQUITY AND LIABILITIES		
(1) Shareholder's funds		
(a) Share Capital	6,358.2	6,330.7
(b) Reserve and Surplus	4,31,783.7	3,28,880.0
(c) Money received against share warrants	-	0.9
Sub total	4,38,141.9	3,35,211.6
(1A) Share application money pending allotment	14.6	-
(2) Minority Interest	1,25,522.3	74,367.1
(3) Non Current Liabilities		
(a) Long-term Borrowings	12,80,109.3	9,02,030.8
(b) Deferred Tax Liabilities	2,101.1	1,041.6
(c) Other Long-term Liabilities	4,889.1	1,761.2
(d) Long-Term Provisions	9,652.8	7,900.7
Sub total	12,96,752.3	9,12,734.3
(4) Current liabilities		
(a) Short-Term Borrowings	9,20,634.0	3,59,950.9
(b) Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,48,921.4	91,735.4
(c) Other current liabilities	4,23,071.2	4,92,746.5
(d) Short-term provisions	23,212.0	20,908.7
Sub total	15,15,838.6	9,65,341.5
TOTAL - EQUITY AND LIABILITIES	33,76,269.7	22,87,654.5
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	53,495.0	46,946.5
(ii) Intangible assets	669.4	516.3
(iii) Capital work-In-Progress	15,328.8	560.4
(iv) Goodwill	6,365.0	5,805.9
Sub total	75,858.2	53,829.1
(b) Non-Current Investments	1,27,697.0	57,906.1
(c) Deferred Tax Assets	17,894.4	14,110.6
(d) Long-term loans & advances	13,10,689.0	9,31,594.4
(e) Other non-current assets	2,612.2	1,186.0
Sub total	14,58,892.6	10,04,797.1
(2) Current assets		
(a) Current investments	2,87,567.5	1,28,792.4
(b) Inventories	546.9	3,330.0
(c) Trade receivables	1,52,216.8	58,611.1
(d) Cash and Bank balances	3,84,611.6	1,62,882.9
(e) Short-term loans & advances	10,05,207.3	8,71,007.2
(f) Other current assets	11,368.8	4,404.7
Sub total	18,41,518.9	12,29,028.3
TOTAL - ASSETS	33,76,269.7	22,87,654.5



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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 04, 2017.
2. In terms of SEBI Circular CIR/CFD/CMD/56/2016 dated May 27, 2016, the Company hereby declares that the auditors have issued audit report with unmodified opinion on annual audited financial results for the year ended March 31, 2017.
3. The Standalone and Consolidated financial results for the quarter and year ended March 31, 2017, as submitted to Stock Exchanges are also available on our website www.iifl.com
4. 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.
5. Standalone information of IIFL Holdings Limited is as under:

(Rs. in Lakhs)

Particulars	Quarter ended March 31, 2017 (Unaudited)	Quarter ended December 31, 2016 (Unaudited)	Quarter ended March 31, 2016 (Unaudited)	Year ended March 31, 2017 (Audited)	Year ended March 31, 2016 (Audited)
Revenues/Turnover	12,564.2	3,705.4	4,989.2	19,233.7	21,141.0
Profit Before Tax (from Continuing Operation) (a)	11,853.5	3,360.5	4,324.1	17,308.7	19,087.7
Profit Before Tax (from discontinuing Operation) (b)	(64.2)	(94.3)	(17.4)	(234.0)	(44.7)
Profit before tax (a) + (b)	11,789.3	3,266.2	4,306.7	17,074.7	19,043.0
Profit After Tax (from Continuing Operation) (c)	11,408.4	2,684.8	2,947.3	15,911.9	17,242.7
Profit After Tax (from discontinuing Operation) (d)	(64.2)	(94.3)	(17.4)	(234.0)	(44.7)
Profit After Tax (c) + (d)	11,344.2	2,590.5	2,929.9	15,677.9	17,198.0

6. During the quarter ended on March 31, 2017, the Company allotted 3,20,340 equity shares of Rs. 2/- each on exercise of stock options under the Employee Stock Option Schemes. Subsequently on April 13, 2017, the Company allotted 26,430 equity shares of Rs 2/- each on exercise of stock options under the Employee Stock Options Scheme.



7. On April 29, 2017, the Company had granted 2,00,000 stock options to the eligible employees under the Employee Stock Options Scheme.
8. During the year, the Company had declared an interim dividend of Rs. 4.50/- per share (Face Value of Rs. 2/- per share). The same is considered as final.
9. On September 30, 2016, the Board of Directors of the Company and Spaisa Capital Limited, a wholly owned subsidiary of the Company, have approved a draft Scheme of Arrangement under Section 391-394 of the Companies Act, 1956 ("the Scheme") between IIFL Holdings Limited and Spaisa Capital Limited and their respective shareholders to demerge Spaisa digital undertaking of the Company into Spaisa Capital Limited. As per the proposed Scheme, the shareholders of IIFL Holdings Limited will get 1 (One) equity share of Rs. 10/- each fully paid up of Spaisa Capital Limited for every 25 (Twenty Five) equity shares of IIFL Holdings Limited held by the shareholders. The appointed date for the proposed demerger Scheme is October 01, 2016. The draft of the scheme is available on the website of the Company i.e. <http://www.indiaonline.com/aboutus/scheme-of-arrangement> and on NSE & BSE website. The Scheme would be effective upon receipt of all requisite approvals including from shareholders, creditors, NSE, BSE, SEBI, Hon'ble High Court/NCLT and filing of the certified copies of the order with the Registrar of Companies of the respective companies. The Company has received no objection from Securities Exchange Board of India, BSE Limited and National Stock Exchange of India Limited on the draft Scheme of Arrangement. National Company Law Tribunal ("NCLT") vide its order dated March 23, 2017 has directed the Company to conduct a meeting of the shareholder of the Company on May 11, 2017 for approving the Scheme of Arrangement. Accordingly, the Company has sent the Notice to shareholders for convening the NCLT Convened Meeting. Pending final approval of the proposed scheme, the above financial results of IIFL Holdings Limited is without considering the effect of the proposed demerger.
10. During the quarter ended on March 31, 2017 National Company Law Tribunal ("NCLT") vide its order dated March 30, 2017 has approved and sanctioned the Scheme of Amalgamation of IIFL Properties Private Limited (a step down subsidiary) with IIFL Real Estate Limited (Erstwhile IIFL Facilities Services Limited and IIFL Realty Limited)(a wholly owned subsidiary). The same has been effected w.e.f. April 01, 2015.
11. During the quarter ended on March 31, 2017, IIFL Real Estate Limited (Erstwhile IIFL Facilities Services Limited and IIFL Realty Limited) ("IREL"), a wholly owned subsidiary of the Company has filed a petition on draft Scheme of Arrangement with NCLT for demerger of Real Estate Advisory services undertaking from IREL into another wholly-owned-subsiary namely India Infoline Insurance Services Limited in terms of the provisions of Companies Act, 2013. The appointed date of the proposed Scheme of Arrangement is April 01, 2017. Post the proposed demerger, IREL's primary income will be from rentals of commercial real estate assets owned by it. The approval of the scheme from the NCLT is awaited. The proposed merger will not impact the capital structure of the Company and its subsidiary. The transfer will be accounted as and when the order is received and the merger is effected.
12. During the quarter ended on March 31, 2017 IIFL Wealth Management Limited ["IIFLW"] a subsidiary of the Company transferred its shareholding in India Alternatives Investment Advisors Private Limited ["India Alt"] to its Private Shareholders. Accordingly, India Alt is ceased to be a subsidiary of the Company.



13. During the quarter ended on March 31, 2017, the NBFC subsidiary of the Company i.e. India Infoline Finance Limited has acquired Samasta Microfinance Limited ["Samasta"]. Pursuant to this Samasta and its subsidiary it has become a subsidiaries of the Company.
14. The Company has maintained 100% assets cover on its secured listed Non Convertible Debenture as on March 31 2017.
15. 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 4, 2017
Place: Mumbai



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, 2017 and audited year-to-date Standalone financial Results for the year from 1st April, 2016 to 31st March, 2017, 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, 2017 have been prepared on the basis of the published standalone financial results for the quarter ended 31st December, 2016, audited annual standalone financial statements as at and for the year ended 31st March, 2017, which, are the responsibility of the Company's management and have been approved by the Board of Directors on 4th May, 2017. 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, 2017 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, 2017, and the relevant requirements of Regulations 33 and 52 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, 2017 as well as the year to date results for the period from 1st April, 2016 to 31st March, 2017.

Further, we report that the figures for the quarter ended 31st March, 2017 represent the derived figures between the audited figures in respect of the current full financial year ended 31st March, 2017 and the published unaudited year-to-date figures up to 31st December, 2016, 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 blue ink, appearing to read "Tirtharaj Khot".

Tirtharaj Khot
Partner

Membership No.:(F) 037457

Place: Mumbai
Date: 4th May, 2017

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, 2017 and audited year-to-date Consolidated Financial Results for the year from 1st April, 2016 to 31st March, 2017, 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, 2017 have been prepared on the basis of the published consolidated financial results for the quarter ended 31st December, 2016, audited annual consolidated financial statements as at and for the year ended 31st March, 2017, and the relevant requirements of Regulations 33 and 52 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 4th May, 2017. 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, 2017 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, 2017 and the relevant requirements of Regulations 33 and 52 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.



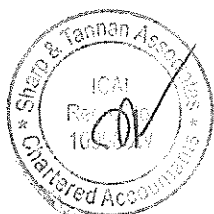
In respect of financial result covered by this report, we state that we did not audit the statement of audited financial result of its 1 subsidiary and its 14 subsidiaries and consolidated statement of financial result of step down subsidiary, whose financial results have been audited by other auditors, whose copy of consolidated audit reports addressed to the Board of Directors of that subsidiary / step down subsidiary have been furnished to us for our records and our conclusion, and in so far as it relates to amounts included in respect of these subsidiary / step down subsidiary on a consolidated basis, is based solely on the consolidated audit report of the other auditors. The amounts of total assets and total revenue 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 auditors. 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	7,83,482	1,13,160
Reviewed by the Management		
Jointly Controlled Entity	4,001	1,074

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 financial results and year to date of the following entities of the followings subsidiaries/step down subsidiaries/Joint venture:

India Infoline Limited, India Infoline Commodities Limited, 5 Paisa Capital Limited (Formerly IIFL Capital Limited), IIFL Real Estate Limited (Formerly IIFL Facilities Services Limited and IIFL Realty Limited), India Infoline Insurance Services Limited, India Infoline Insurance Brokers Limited, India Infoline Media & Research Services Limited, IIFL Asset Reconstruction Company Limited, India Infoline Finance Limited, India Infoline Housing Finance Limited, Samasta Microfinance Limited, Ayusha Dairy Private Limited, IIFL Wealth (Uk) Limited, IIFL Capital Inc, IIFL Wealth Management Limited, IIFL Asset Management Limited, IIFL Alternate Asset Advisors Limited, IIFL Distribution Services Limited, IIFL Investment Advisors and Trustee Services Limited, IIFL Trustee Limited, IIFL Wealth Finance Limited, IIFL (Asia) Pte Limited, IIFL Capital Pte Limited, IIFL Securities Pte Limited, IIFL Private Wealth Management (Dubai) Limited, IIFL Private Wealth Hongkong Limited, IIFL Inc, IIFL Private Wealth (Mauritius) Limited, IIFL Private Wealth (Suisse) SA and Meenakshi 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, 2017 as well as the consolidated year to date results for the period from 1st April, 2016 to 31st March, 2017.

Further, we report that the figures for the quarter ended 31st March, 2017 represent the derived figures between the audited figures in respect of the current full financial year ended 31st March, 2017 and the published unaudited year-to-date figures up to 31st December, 2016, 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: 4th May, 2017

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



A handwritten signature in blue ink, appearing to read "Tirtharaj Khot", written over a horizontal line.

Tirtharaj Khot
Partner
Membership No. :(F) 037457

Please find the information for the NCDs issued and listed with NSE in terms of the provisions of Regulation 54(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>Secured NCD Programme</td><td>ICRA Rating</td><td>ICRA AA (Stable)</td></tr></table>				1	Secured NCD Programme	ICRA Rating	ICRA AA (Stable)
1	Secured NCD Programme	ICRA Rating	ICRA AA (Stable)						
(b)	Asset cover available	The Company Has maintained 100% Asset Cover on its Secured Listed Non-Convertible Debenture as on 31 st March, 2017							
(c)	Debt Equity Ratio*	The Debt Equity Ratio as on 31st March, 2017 was 0.04 & 6.41 for Standalone 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, 2017 was 26.22 for Standalone Financials and 1.61 for consolidated Financials respectively.							
(g)	Interest service coverage ratio***	The Interest Service coverage ratio as on 31st March, 2017 was 26.14 for Standalone Financials 1.59 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, 2017 was Rs 84,481,177/- and Rs 3,90,70,06,548/- for Standalone and consolidated Financials respectively.							
(j)	Net worth	The Networth as on 31st March, 2017 was Rs 14,397,226,566/- and Rs 43,01,94,24,787/- for Standalone financial 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 $[\text{Equity share capital} + \text{General Reserve} + \text{Securities premium account} + \text{profit and loss account} + \text{capital redemption reserve} + \text{Debentures redemption Reserve} + \text{Special Reserve} + \text{special Reserve} - \text{deferred expenses}]$

For IIFL Holdings Limited



Nirmal Jain
Chairman
DIN: 00010535



Place: Mumbai
Date: May 04, 2017