



October 24, 2015

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel No.: 22721233 Fax No.: 22723719/ 22723121/ 22722037/ 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. Tel No.: 2659 8235 Fax No.: 26598237 / 26598238. NSE Symbol: IIFL
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Dear Sir,

Sub: Outcome of the Board Meeting held on October 24, 2015.

The Board of Directors of the Company at their meeting held today, inter-alia;

- (1) Considered and approved the Standalone and Consolidated Unaudited Financial Results of the Company for the quarter and half year ended on September 30, 2015.

Pursuant to Clause 41 of the Listing Agreement, copy of the above mentioned Unaudited Financial Results along with Limited Review Report from the Statutory Auditors are enclosed herewith for your reference and records.

- (2) The Board of Directors of the Company and its wealth management subsidiary namely IIFL Wealth Management Limited [IIFLW] have approved the following, subject to obtaining the necessary regulatory and shareholder approvals:

1. Proposed issue and allotment of 17,04,449 equity shares of IIFLW at a price of INR 586.70 each for a total consideration of INR 100.00 Crores;
2. Proposed issue and allotment of 136,35,589 warrants of IIFLW at a floor price of INR 586.70 and a cap price of INR 632.90 each for a total consideration of upto 863.00 Crores (INR 215.75 crores to be paid upfront) and
3. Transfer of upto 27,15,829 equity shares of IIFLW by its employees at a price of INR 586.70 each for a total consideration of upto INR 159.34 Crores



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



to General Atlantic Singapore Fund Pte Ltd. (GA) , a leading global growth equity firm. On full conversion of warrants (which may take upto 18 months), the proposed transaction will result in an aggregate investment by GA of up to INR 963 Crores into IIFLW. Additionally GA will be buying shares worth Rs 159.34 Crores from the employees through a secondary transaction resulting in total investment of Rs 1122.34 crores from GA leading to an equity ownership by GA of up to 21.61 % in IIFLW on a fully diluted basis (considering full exercise of all the warrants and stock options) over the agreed period and upon completing the terms and conditions set out in the share subscription and share purchase agreements. As on Sep 30, 2015 the company owns 76.79% of the total outstanding shares of IIFLW. Upon the consummation of the transaction, the company will own 53.86% of IIFLW on a fully diluted basis i.e. assuming full conversion of warrants over the next 18 months and maximum possible dilution due to vesting of all outstanding stock options over the next four years.

The proposed transaction would enable IIFLW with additional capital for its business operations and general corporate purposes as well as for growth and expansion of the business.

The details of the above are contained in the separate notice of Postal Ballot for the special resolution being proposed as required under regulation 26(2)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 which are being sent to the shareholders of the Company. The same would be available on the Company's website and on the website of the stock exchanges.

- (3) Noted, divestment of 22% stake by IIFL Wealth Management Limited in its subsidiary India Alternatives Investment Advisors Private Limited. Pursuant to this, IIFLW will hold 49% in India Alternatives Investment Advisors Private Limited and it ceased to be a subsidiary of the Company.
- (4) FIH Mauritius Investments Ltd. as the Acquirer ("Acquirer") along with the HWIC Asia Fund, I Investments Ltd and FIH Investments Ltd as persons acting in concert with the Acquirer (collectively referred to as PAC) of Fairfax Group, made an Open Offer on July 14, 2015 for acquiring 26% of the post offer Equity Share Capital of the Company from the public shareholders in terms of regulation 3(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations").





As per the information received from ICICI Securities Limited (Manager to the Offer), the Letter of Offer dated October 16, 2015 for the Open Offer with reference to made by Fairfax Group, after due SEBI approval, has been dispatched by Manager to the offer to the shareholders of the Company. The Open Offer tendering period is scheduled to commence on October 29, 2015 and will expire on November 13, 2015.

Please take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For IIFL Holdings Limited



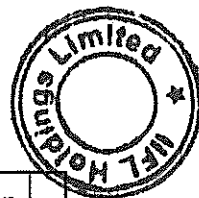
Gajendra Thakur
Company Secretary & Compliance Officer

Email Id: gajendra.thakur@indiainfoline.com
Tel: 022-40077006

I.A.1.IIFL Holdings Limited (Formerly India Infoline Limited) Standalone Result table

IIFL Holdings Limited (Formerly India Infoline Limited)
Statement of Standalone Financial Results for the Quarter ended September 30, 2015

PART-I	Particulars	Quarter ended			Half year ended		Rs. Lakhs	
		Sep 30, 2015 Unaudited	Jun 30, 2015 Unaudited	Sep 30, 2014 Unaudited	Sep 30, 2015 Unaudited	Sep 30, 2014 Unaudited	Year ended Mar 31, 2015 Audited	
1.	a. Income from operations	2,795.1	4,652.0	9,097.2	7,447.1	9,097.2	10,185.5	
	b. Other Operating Income	41.7	309.8	172.0	351.5	673.9	718.5	
	Total Income	2,836.8	4,961.8	9,269.2	7,798.6	9,771.1	10,904.0	
2.	Expenditure							
	a. Operating Cost	-	-	-	-	-	-	
	b. Employee Cost	130.9	406.9	111.6	537.8	48.0	216.5	
	c. Depreciation	2.1	2.1	1.8	4.2	3.5	7.3	
	d. Administration Expenses and other Expenditure	70.9	123.5	29.4	194.4	73.9	224.9	
	Total Expenditure	203.9	532.5	42.8	736.4	125.4	448.7	
3.	Profit from operations before other income, finance costs & exceptional items (1-2)	2,632.9	4,429.3	9,226.4	7,062.2	9,645.7	10,455.3	
4.	Other Income	-	-	1.5	-	1.5	100.5	
5.	Profit from ordinary activities before finance costs & exceptional items (3+4)	2,632.9	4,429.3	9,227.9	7,062.2	9,647.2	10,555.8	
6.	Finance costs	142.6	141.0	43.5	283.6	85.0	432.9	
7.	Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,490.3	4,288.3	9,184.4	6,778.6	9,562.2	10,122.9	
8.	Exceptional Item	-	-	-	-	-	-	
9.	Profit / (Loss) from ordinary activities before tax (7+8)	2,490.3	4,288.3	9,184.4	6,778.6	9,562.2	10,122.9	
10.	Tax Expenses	151.6	403.7	38.4	555.3	164.2	300.7	
11.	Net Profit from ordinary activities after tax (9-10)	2,338.7	3,884.6	9,146.0	6,223.3	9,398.0	9,822.2	
12.	Extraordinary items	-	-	-	-	-	-	
13.	Net Profit for the period (11+12)	2,338.7	3,884.6	9,146.0	6,223.3	9,398.0	9,822.2	
14.	Paid up Equity Share Capital (Face Value of Rs.2 each)	6,285.5	6,210.7	6,045.4	6,285.5	6,045.4	6,204.7	
15.	Reserves excluding Revaluation Reserve	-	-	-	-	-	133,801.6	
16.	Earnings Per Share before and after extraordinary items							
	Basic (In Rs.)	0.75	1.22	3.04	1.99	3.12	3.24	
	Diluted (In Rs.)	0.74	1.19	2.91	1.96	2.99	3.13	



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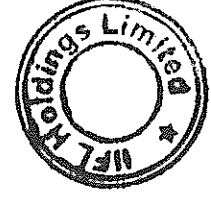
IIFL Holdings Limited (Formerly India Infoline Limited)
Statement of Standalone Financial Results for the Quarter ended September 30, 2015

PART-II

Particulars	Quarter ended		Half year ended		Year ended Mar 31, 2015 Audited
	Sep 30, 2015	Jun 30, 2015	Sep 30, 2014	Sep 30, 2014	
	Unaudited	Unaudited	Unaudited	Unaudited	
Select information for the quarter ended September 30, 2015					
A. Particulars of Shareholding					
1. Public Shareholding					
Number of Shares	221,912,321	218,172,516	209,906,121	209,906,121	217,872,516
Percentage of Shareholding	70.62	70.26	69.44	69.44	70.23
2. Promoters and Promoter group Share holding					
a) Pledged/Encumbered					
- Number of shares	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil	Nil
b) Non-encumbered					
- Number of Shares	92,361,432	92,361,432	92,361,432	92,361,432	92,361,432
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)		100.00	100.00	100.00	100.00
- Percentage of shares (as a % of the total Share capital of the Company)	29.38	29.74	30.56	29.38	29.77

	Quarter ended September 30, 2015
Pending at the beginning of the quarter	1
Received during the quarter	10
Disposed of during the quarter	11
Remaining unresolved at the end of the quarter	-

For IIFL Holdings Limited



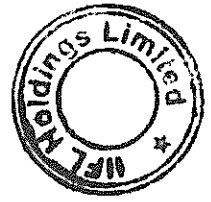
Nirmal Jain
Chairman
(DIN: 00010535)

Date : October 24, 2015
Place : Mumbai

I.A.2. IIFL Holdings Limited (Formerly India Infoline Limited) Consolidated Result table

IIFL Holdings Limited (Formerly India Infoline Limited)
Statement of Consolidated Financial Results for the Quarter ended September 30, 2015

PART-I	Particulars	Quarter ended				Half year ended		Year ended	
		Sep 30, 2015		Jun 30, 2015		Sep 30, 2014		Mar 31, 2015	
		Unaudited		Unaudited		Unaudited		Unaudited	Audited
	1. a. Income from operations	102,877.1	96,115.5	89,221.9	198,992.6	168,186.9	365,369.2		
	Fund Based activities	76,625.9	72,907.7	64,914.9	149,533.6	123,223.8	262,341.9		
	Financial Products Distribution	15,180.1	12,603.4	13,133.2	27,783.5	23,058.1	58,270.1		
	Capital Market activities	11,071.1	10,604.4	11,173.8	21,675.5	21,905.0	44,757.2		
	b. Other Operating Income								
	Total Income from operations	102,877.1	96,115.5	89,221.9	198,992.6	168,186.9	365,369.2		
	2. Expenditure								
	a. Operating Cost	12,231.8	10,117.9	9,304.1	22,349.7	16,990.4	42,010.3		
	b. Employee Cost	17,694.6	15,883.0	16,114.6	33,577.6	29,678.8	60,492.3		
	c. Depreciation	1,661.3	1,636.5	1,482.3	3,297.8	2,971.5	5,916.1		
	d. Administration Expenses and other Expenditure	10,391.7	9,520.7	10,185.0	19,912.4	19,507.1	42,447.9		
	Total Expenditure	41,979.4	37,158.1	37,086.0	79,137.5	69,147.8	150,866.6		
	3. Profit from operations before other income, finance costs & exceptional items (1-2)	60,897.7	58,957.4	52,135.9	119,855.1	99,039.1	214,502.6		
	4. Other income	306.8	280.6	166.0	587.4	329.3	1,266.1		
	5. Profit from ordinary activities before finance costs & exceptional items (3+4)	61,204.5	59,238.0	52,301.9	120,442.5	99,368.4	215,768.7		
	6. Finance costs	39,570.3	40,469.5	34,916.5	80,039.8	67,531.1	143,382.4		
	7. Profit from ordinary activities after finance costs but before exceptional items (5-6)	21,634.2	18,768.5	17,385.4	40,402.7	31,837.3	72,386.3		
	8. Exceptional item	-	-	-	-	-	-		
	9. Profit from ordinary activities before tax (7+8)	21,634.2	18,768.5	17,385.4	40,402.7	31,837.3	72,386.3		
	10. Tax Expenses	6,764.8	6,877.7	5,774.6	13,642.5	10,488.5	24,749.8		
	11. Net Profit from ordinary activities after tax (9-10)	14,869.4	11,890.8	11,610.8	26,760.2	21,348.8	47,636.5		
	12. Extraordinary items	-	-	-	-	-	-		
	13. Net Profit for the period (11+12)	14,869.4	11,890.8	11,610.8	26,760.2	21,348.8	47,636.5		
	14. Share of profit / (loss) of associates	19.0	(19.3)	-	(0.3)	-	-		
	15. Share of minority interests in profits	849.2	1,106.4	661.4	1,955.6	1,017.7	2,904.0		
	16. Net Profit from Ordinary Activities after tax, share of profit of associates and Minority interests (13+14-15)	14,039.2	10,765.1	10,949.4	24,804.3	20,331.1	44,732.5		
	17. Paid up Equity Share Capital (Face Value of Rs.2 per Equity Share)	6,285.5	6,210.7	6,045.4	6,285.5	6,045.4	6,204.7		
	18. Reserves excluding Revaluation Reserves	-	-	-	-	-	249,564.3		
	19. Earnings Per Share before and after extraordinary items								
	Basic (In Rs.)	4.49	3.39	3.63	7.93	6.75	14.76		
	Diluted (In Rs.)	4.41	3.31	3.48	7.80	6.47	14.36		



IIFL Holdings Limited (Formerly India Infoline Limited)
Statement of Consolidated Financial Results for the Quarter ended September 30, 2015

PART-II

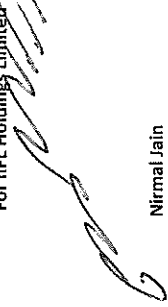
Particulars	Quarter ended			Half year ended		Year ended
	Sep 30, 2015	Jun 30, 2015	Sep 30, 2014	Sep 30, 2015	Sep 30, 2014	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
Select information for the quarter ended September 30, 2015						
A. Particulars of Shareholding						
1.Public Shareholding						
Number of Shares	221,912,321	218,172,516	209,906,121	221,912,321	209,906,121	217,872,516
Percentage of Shareholding (%)	70.62	70.26	69.44	70.62	69.44	70.23
2. Promoters and Promoter group Share holding						
a) Pledged/Encumbered						
- Number of shares	Nil	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil	Nil	Nil
b) Non-encumbered						
- Number of Shares	92,361,432	92,361,432	92,361,432	92,361,432	92,361,432	92,361,432
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00
- Percentage of shares (as a % of the total share capital of the company)	29.38	29.74	30.56	29.38	30.56	29.77

B. INVESTOR COMPLAINTS

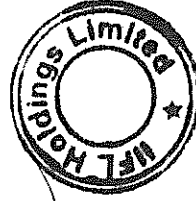
	Quarter ended September 30, 2015
Pending at the beginning of the quarter	1
Received during the quarter	10
Disposed of during the quarter	11
Remaining unresolved at the end of the quarter	-

Date : October 24, 2015
Place : Mumbai

For IIFL Holdings Limited



Nirmal Jain
Chairman
(DIN: 00010535)

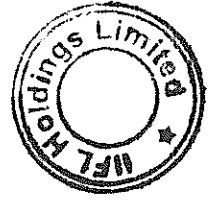


I.A.4. IIFL Holdings Limited (Formerly India Infoline Limited) Consolidated Segment Wise Revenue & Results

IIFL Holdings Limited (Formerly India Infoline Limited)

Segment-wise Revenue, Result and Capital Employed in terms of Clause 41 of the listing agreement (Consolidated)

Particulars	Quarter ended				Half year ended		Year ended	
	Sep 30, 2015	Jun 30, 2015	Sep 30, 2014	Sep 30, 2015	Sep 30, 2014	Sep 30, 2015	Mar 31, 2015	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
Segment Revenue								
1 Fund Based activities	76,625.9	72,907.7	64,914.9	149,533.6	123,223.8	262,341.9		
2 Financial Products distribution	15,180.1	12,603.4	13,133.2	27,783.5	23,058.1	58,270.1		
3 Capital Market activities	11,071.1	10,604.4	11,173.8	21,675.5	21,905.0	44,757.2		
4 Other Income	306.8	280.6	166.0	587.4	329.3	1,266.1		
Total	103,183.9	96,396.1	89,387.9	199,580.0	168,516.2	366,635.3		
Less : Inter Segment Revenue	-	-	-	-	-	-		
Net Income from Operation	103,183.9	96,396.1	89,387.9	199,580.0	168,516.2	366,635.3		
Segment Result (Profit before Tax)								
1 Fund Based activities	13,419.5	12,764.5	11,177.2	26,184.0	21,135.0	45,562.0		
2 Financial Products distribution	4,413.3	2,223.9	2,416.7	6,637.2	3,373.6	11,213.0		
3 Capital Market activities	3,773.8	3,757.5	3,778.9	7,531.3	7,278.4	15,220.6		
4 Other Income	27.6	22.6	12.6	50.2	50.3	390.7		
Total	21,634.2	18,768.5	17,385.4	40,402.7	31,837.3	72,386.3		
Profit from Ordinary Activities before Tax	21,634.2	18,768.5	17,385.4	40,402.7	31,837.3	72,386.3		
Capital Employed								
(Segment Assets less Segment liabilities)								
1 Fund Based activities	230,508.7	224,901.5	180,280.9	230,508.7	180,280.9	213,271.6		
2 Financial Products distribution	14,514.7	9,252.7	6,314.8	14,514.7	6,314.8	14,747.0		
3 Capital Market activities	41,502.0	37,763.3	29,524.7	41,502.0	29,524.7	33,129.5		
4 Other Income	-	-	-	-	-	-		
Total capital employed in Segments	286,525.4	271,917.5	216,120.4	286,525.4	216,120.4	261,148.1		
Unallocable Corporate Assets/less Corporate liabilities	23,728.8	20,335.1	16,423.4	23,728.8	16,423.4	21,067.7		
Total Capital Employed	310,254.2	292,252.6	232,543.8	310,254.2	232,543.8	282,215.8		



IIFL Holdings Limited (Formerly known as India Infoline Limited)
Consolidated Statement of Assets and Liabilities as at September 30, 2015

(Amount in ₹)

Particulars	As at September 30, 2015	As at March 31, 2015
I EQUITY AND LIABILITIES		
(1) Shareholder's funds		
(a) Share Capital	628,547,506	620,467,896
(b) Reserve and Surplus	27,619,242,587	24,956,430,367
Sub total	28,247,790,093	25,576,898,263
(2) Share application money pending allotment	-	-
(3) Minority Interest	2,777,620,852	2,644,671,554
(4) Non Current Liabilities		
(a) Long-term Borrowings	89,077,004,690	94,711,784,544
(b) Deferred Tax Liabilities (Net)	-	-
(c) Other Long-term Liabilities	142,838,722	102,670,934
(d) Long-Term Provisions	728,841,908	612,606,309
Sub total	89,948,685,320	95,427,061,787
(5) Current liabilities		
(a) Short-Term Borrowings	32,666,955,244	37,518,064,943
(b) Trade Payables	9,414,229,518	7,538,907,813
(c) Other current liabilities		
-Current portion of long term borrowing	26,451,061,037	14,163,830,306
-Others	10,894,837,523	8,735,333,506
(d) Short-term provisions	1,193,018,814	2,057,268,132
Sub total	80,620,102,136	70,013,404,700
TOTAL	201,594,198,401	193,662,036,304
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	4,775,762,086	4,562,333,632
(ii) Intangible assets	106,362,019	50,556,613
(iii) Capitalwork-In-Progress	4,407	103,561,879
(iv) Goodwill	382,903,223	383,471,063
Sub total	5,265,031,735	5,099,923,187
(b) Non-Current Investments	5,222,541,938	5,709,227,592
(c) Deferred Tax Assets (Net)	1,236,604,550	1,227,533,056
(d) Long-term loans & advances		
-Loans	69,124,225,677	50,555,646,082
-Others	2,706,416,024	2,319,290,978
(e) Other non-current assets	59,011,240	99,312,567
Sub total	78,348,799,429	59,911,010,275
(2) Current assets		
(a) Current investments	9,771,651,367	7,125,127,080
(b) Inventories	2,041,036,841	2,549,128,774
(c) Trade receivables	6,831,935,371	4,995,342,454
(d) Cash and Bank balances	14,177,472,517	18,287,380,364
(e) Short-term loans & advances		
-Loans	77,691,576,157	87,163,336,674
-Others	6,714,754,803	7,888,507,285
(f) Other current assets	751,940,181	642,280,211
Sub total	117,980,367,237	128,651,102,842
TOTAL	201,594,198,401	193,662,036,304



IIFL HOLDINGS LIMITED (Formerly known as India Infoline Limited)
Standalone Statements of Assets and Liabilities as at September 30,2015

(Amount in ₹)

Particulars	As at September 30, 2015	As at March 31,2015
I EQUITY AND LIABILITIES		
(1) Shareholder's funds		
(a) Share Capital	628,547,506	620,467,896
(b) Reserve and Surplus	14,228,293,555	13,380,157,618
Sub total	14,856,841,061	14,000,625,514
(2) Share application money pending allotment		
(3) Minority Interest		
(4) Non Current Liabilities		
(a) Long-term borrowings	500,000,000	500,000,000
(b) deferred tax liabilities (Net)		
(c) Other Long-term liabilities		
(d) Long-term provisions	2,554,385	3,478,030
Sub total	502,554,385	503,478,030
(5) Current liabilities		
(a) Short-term borrowings	-	-
(b) Trade payables	-	-
(c) Other current liabilities	165,357,865	173,384,623
(d) Short-term provisions	32,017,927	3,538,605
Sub total	197,375,792	176,923,228
TOTAL	15,556,771,238	14,681,026,772
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	8,895,095	9,319,211
(ii) intangible assets	-	-
(iii) Capitalwork-in-progress	-	-
(iv) Goodwill	-	-
Sub total	8,895,095	9,319,211
(b) Non-current investments	13,807,709,157	13,782,984,299
(c) deferred tax assets (Net)	161,650,377	171,788,219
(d) Long-term loans & advances	277,494,106	246,891,339
(e) Other non-current assets	-	-
Sub total	14,246,853,640	14,201,663,857
(2) Current assets		
(a) Current investments	-	-
(b) Inventories	-	-
(c) Trade receivables	141,830	32,782,559
(d) Cash and Cash equivalents	52,599,904	416,169,848
(e) Short-term loans & advances	1,228,572,139	2,980,010
(f) Other current assets	19,708,630	18,111,287
Sub total	1,301,022,503	470,043,704
TOTAL	15,556,771,238	14,681,026,772



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 October 24, 2015.
- The above financial results have been subjected to limited review by the Statutory Auditors and the Auditors have issued an unqualified report.
2. The Standalone and Consolidated financial results for the quarter and half year ended September 30, 2015, 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 product distribution and (3) capital market activities.

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

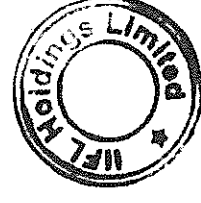
Particulars	(Rs. in Lakhs)					
	Quarter ended September 30, 2015 (Unaudited)	Quarter ended June 30, 2015 (Unaudited)	Quarter ended September 30, 2014 (Unaudited)	Half year ended September 30, 2015 (Unaudited)	Half year ended September 30, 2014 (Unaudited)	Year ended March 31, 2015 (Audited)
Revenues/Turnover	2,836.8	4,961.8	9,269.2	7,798.6	9,771.1	10,904.0
Profit Before Tax	2,490.3	4,288.3	9,184.4	6,778.6	9,562.2	10,122.9
Profit After Tax	2,338.7	3,884.6	9,146.0	6,223.3	9,398.0	9,822.2

5. During the quarter ended on September 30, 2015, the Company allotted 37,39,805 equity shares of Rs. 2/- each on exercise of stock options under the Employee Stock Option Schemes.
6. As per the information received from ICICI Securities Limited (Manager to the Offer), the Letter of Offer for the Open Offer with reference to acquiring 26% of the Equity Shares of the Company from the public shareholders made by Fairfax Group, after due SEBI approval, has been dispatched by Manager to the offer to the shareholders of the Company. The Open Offer tendering period is scheduled to commence on October 29, 2015 and will expire on November 13, 2015.
7. Previous periods figures have been regrouped / rearranged wherever necessary.

Date: October 24, 2015
Place: Mumbai

By order of the Board
For IIFL Holdings Limited

Nirmal Jain
Chairman
DIN: 00010535



Sharp & Tannan Associates

Chartered Accountants

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

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F: +91 22 2202 3856

E: mumbai.office@sharp-tannan.com

W: www.sharp-tannan.com

To,

The Board of Directors,
IIFL Holdings Limited,
IIFL House, Sun Infotech Park,
Road No. 16, Plot No. B-23,
MIDC, Thane Industrial Area,
Wagle Estate, Thane 400604

Dear Sirs,

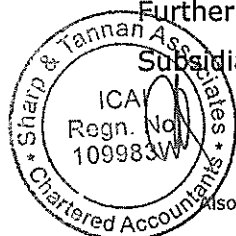
Sub: Limited Review Report on Quarterly Unaudited Consolidated Results of IIFL Holdings Limited for the Quarter ended 30th September, 2015.

We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results (the 'Statement') of **IIFL Holdings Limited** (the 'Company') for the quarter ended 30th September, 2015 except for the disclosures regarding 'Public Shareholdings', 'Promoters and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors on 24th October, 2015. Our responsibility is to issue a report on this Statement based on our review.

We conducted our review of the Statement in accordance with the 'Standard on Review Engagement (SRE) 2410', *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit, and accordingly, we do not express an audit opinion.

In respect of financial result covered by this report, we state that we did not review the statement of unaudited financial result of 1 subsidiary and its 14 subsidiaries whose financial results have been reviewed by other auditor, whose copy of consolidated review 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 report of the other auditor. The amounts of total assets, total revenue and net cash flows 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 Management reviewed financial statements of 3 Subsidiaries and 1 jointly controlled entity submitted to us.

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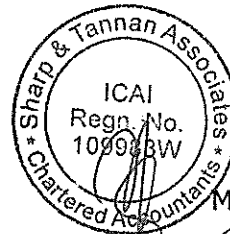


Amount (Rs. In Lakhs)

	Total Assets	Total Revenue	Net Cash flows
Reviewed by other Auditor			
Subsidiaries / Step down Subsidiaries	67148	14946	(2091)
Management Certified	5511	559	512
Reviewed by the Management			
Subsidiaries	712	307	14
Jointly Controlled Entity	3619		9

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable accounting standards as specified under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges including the manner in which it is to be disclosed, or that it contains any material misstatement.

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



Place: Mumbai
Date : 24th October, 2015

Tirtharaj Khot
Partner
Membership No:(F) 037457

Sharp & Tannan Associates

Chartered Accountants

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Mumbai (Bombay) 400 021, INDIA.

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To,
The Board of Directors,
IIFL Holdings Limited
IIFL House, Sun Infotech Park,
Road No. 16, Plot No. B-23,
MIDC, Thane Industrial Area,
Wagle Estate, Thane 400604

Dear Sirs,

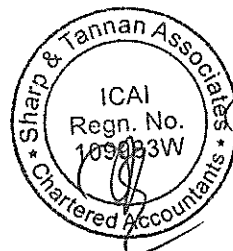
Sub: Limited Review Report on Unaudited Quarterly Results of IIFL Holdings Limited for the Quarter ended 30th September, 2015.

We have reviewed the accompanying Statement of Standalone Unaudited Financial Results (the 'Statement') of **IIFL Holdings Limited** (the 'Company') for the quarter ended 30th September, 2015 except for the disclosures regarding 'Public Shareholdings', 'Promoters and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors on 24th October, 2015. Our responsibility is to issue a report on this Statement based on our review.

We conducted our review of the Statement in accordance with the 'Standard on Review Engagement (SRE) 2410', *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit, and accordingly, we do not express an audit opinion.

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable accounting standards as specified under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges including the manner in which it is to be disclosed, or that it contains any material misstatement.

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



[Signature]
Firharaj Khot
Partner
Membership No: (F) 037457

Place: Mumbai
Date : 24th October, 2015