May 15, 2019

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**

Dear Sir,

Sub: Outcome of the Board Meeting held on May 14, 2019.

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 has *inter-alia* –

1. Considered and approved the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019;

2. Approved enabling annual resolution for raising funds through issue of Non Convertible Debentures on a Private Placement basis, up to a limit of Rs. 8,000/- Cr, subject to the approval of the members.

3. Approved the borrowing limits under Section 180 (1)(c) and Section 180 (1)(a) of Companies Act, 2013 upto Rs. 35,000/- Cr, subject to the approval of the members.

4. Approved re- appointment of Mr. Nirmal Jain as Whole Time Director and Mr. R Venkataraman as Managing Director of the Company for a further period of 5 years with effect from April 23, 2020. The said re-appointment is subject to approval of members.

5. Noted that the Board of Directors of India Infoline Finance Limited ("**IIFL Finance**"), a material NBFC subsidiary of the Company approved raising funds by way of issue of overseas/domestic notes/debentures, with such attached terms and conditions as may be decided by the Finance Committee of IIFL Finance, which has been authorized by the Board of Directors of IIFL Finance.

With regards to aforesaid serial No.1, we are enclosing:

i. The Audited financial results (standalone and consolidated) along with Auditors Report for the financial year ended March 31, 2019 as required under Regulation 33 of the SEBI - LODR;

ii. Declaration with respect to Audit Report with unmodified opinion in relation to the aforesaid Audit Financials Results (Standalone and Consolidated) of the Company for the financial year ended March 31, 2019.

IIFL HOLDINGS LIMITED

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

The Meeting of Board of Directors commenced on May 14, 2019 at 4.30 P.M. and concluded on May 15, 2019 at 03:50 A.M.

Kindly take above on record and oblige.

Thanking You,

Yours faithfully,

For **IIFL Holdings Limited**

IIFL HOLDINGS LIMITED

Gajendra Thakur

Company Secretary

Email Id: csteam@iifl.com

Place: Mumbai

Encl: as above

Deloitte Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th-32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai - 400 013
Maharashtra, India

Tel: +91 22 6185 4000
Fax: +91 22 6185 4001

INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
IIFL HOLDINGS LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **IIFL HOLDINGS LIMITED** ("the Company"), for the year ended 31 March 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone Ind AS financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ('Ind AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements.

3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

   We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Deloitte
Haskins & Sells LLP

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:

   (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and

   (ii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the year ended 31 March 2019.

5. We draw attention Note No. 9 to the Statement which describes the reasons for implementation of the Composite Scheme of Arrangement amongst the Company, India Infoline Media and Research Services Limited, IIFL Securities Limited, IIFL Wealth Management Limited, India Infoline Finance Limited, IIFL Distribution Services Limited and their respective shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"),in Parts, based on the legal opinion obtained by the Company. The Scheme has been approved by the National Company Law Tribunal vide its order dated 07 March 2019 and filed with the Registrar of Companies on 11 April 2019.

   Our report is not modified in respect of this matter.

6. The Statement includes the results for the Quarter ended 31 March 2019 and 31 March 2018 being the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the respective financial years which were subject to limited review by us.

7. The previously issued comparative financial information of the Company for the quarter and year ended 31 March 2018 included in this Statement has been prepared after adjusting the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. Adjustments made to the previously issued standalone financial information to comply with IND AS have been audited by us.

   Our report is not modified in respect of these matters.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pallavi A. Gorakshakar
Partner
(Membership No.105035)

MUMBAI, ~~14~~ 15 May 2019

IIFL Holdings Limited

CIN : L74999MH1995PLC093797

Regd. Office :- IIFL House, Sun Infotech Park, Road No. 16, Plot No. B-23, MIDC, Thane Industrial Estate, Wagle Estate, Thane - 400604

Statement of Standalone Audited Financial Results for the Quarter and Year ended March 31, 2019

(Rs in Lakhs)

Particulars	Quarter ended			Year ended	
	March 31, 2019 (Unaudited) (See Note 10)	December 31, 2018 (Unaudited) (See Note 10)	March 31, 2018 (Unaudited) (See Note 5 & 10)	March 31, 2019 (Audited)	March 31, 2018 (Audited) (See Note 5)
A. CONTINUING OPERATIONS					
1. Income					
Revenue from operations					
a. Interest Income	-	-	-	-	999.45
b. Dividend Income (See Note 4)	12,804.63	2,250.00	12,851.94	15,054.63	14,876.94
c. Fees and commission Income	-	-	1,057.37	-	8,750.04
Total Revenue from operations (a+b+c)	**12,804.63**	**2,250.00**	**13,909.31**	**15,054.63**	**24,626.43**
2. Other Income	-	-	372.26	-	2,379.27
3. Total Revenue (1+2)	**12,804.63**	**2,250.00**	**14,281.57**	**15,054.63**	**27,005.70**
Expenses					
a. Employee benefits expense	12.38	7.71	103.79	52.19	843.42
b. Finance Cost	-	-	2.93	-	504.97
c. Depreciation and amortisation expense	10.88	11.16	28.45	44.27	114.31
d. Administration and other expense	127.66	20.64	446.54	248.31	913.92
4. Total Expenses (a+b+c+d)	**150.92**	**39.51**	**581.71**	**344.77**	**2,376.62**
5. Profit before tax exceptional items and tax (3-4)	**12,653.71**	**2,210.49**	**13,699.86**	**14,709.86**	**24,629.08**
6. Exceptional items	-	-	-	-	-
7. Profit before tax (5-6)	**12,653.71**	**2,210.49**	**13,699.86**	**14,709.86**	**24,629.08**
8. Tax Expenses					
a. Current Tax	-	-	374.04	-	2,618.75
b. Deferred Tax	(10.45)	1.83	101.52	(8.97)	343.83
c. Tax adjustment for prior year	-	6.64	39.05	6.64	197.52
Total Tax Expenses (a+b+c)	**(10.45)**	**8.47**	**514.61**	**(2.33)**	**3,160.10**
9. Net profit after tax for the year/quarter from continuing operations (7-8)	**12,664.16**	**2,202.02**	**13,185.25**	**14,712.19**	**21,468.98**
10. Other Comprehensive Income/ (loss) (OCI)					
Other Comprehensive Income for the year/quarter (net of tax)	(3.57)	(4.10)	13.55	11.79	(9.77)
11. Total Comprehensive Income for the year/quarter (9+10)	**12,660.59**	**2,197.92**	**13,198.80**	**14,723.98**	**21,459.21**
12. Paid up Equity Share Capital (Face Value of Rs.2 each) (see note 6)				**6,384.06**	**6,379.58**
13. Reserves excluding Revaluation Reserve				**1,00,638.70**	**1,41,891.17**
14. Earnings Per Share (Face Value Rs. of 2 each)					
Basic (In Rs.) *	3.97	0.69	4.14	4.61	6.75
Diluted (In Rs.) *	3.96	0.69	4.13	4.60	6.72

*** Quarter ended numbers are not annualised**

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Date : May 15, 2019

Place: Mumbai

For IIFL Holdings Limited

R. Venkataraman

R. Venkataraman

Managing Director

(DIN: 00011919)

IIFL HOLDINGS LIMITED

IIFL HOLDINGS LIMITED

CIN : L74999MH1995PLC093797

Regd. Office :- IIFL House, Sun Infotech Park, Road No. 16, Plot No. B-23, MIDC, Thane Industrial Estate,

NOTE 1 :- STANDALONE STATEMENT OF ASSET AND LIABILITIES AS ON MARCH 31, 2019

(Rs in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
	Audited	Audited (see note 5)
ASSETS		
1. Financial Assets		
(a) Cash and cash equivalents	3.36	2,361.43
(b) Bank Balance other than (a) above	135.72	107.95
(c) Receivables		
(I) Trade receivables	-	254.23
(II) Other receivables	-	15.40
(d) Investments	1,02,018.28	1,41,905.25
(e) Other financial assets	6.26	637.89
Sub-total	**1,02,163.62**	**1,45,282.15**
2. Non-financial Assets		
(a) Current tax assets	4,123.69	3,657.53
(b) Deferred tax Assets (net)	700.31	812.85
(c) Property, Plant and Equipment	62.44	182.05
(d) Other intangible assets	5.96	83.23
(e) Other non-financial assets	315.65	96.76
Sub-total	**5,208.05**	**4,832.42**
Total Assets	**1,07,371.67**	**1,50,114.57**
LIABILITIES AND EQUITY		
LIABILITIES		
1. Financial Liabilities		
(a) Payables		
(I)Trade payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	60.00	141.00
(b) Other financial liabilities	137.28	428.50
Sub-total	**197.28**	**569.50**
2. Non-Financial Liabilities		
(a) Current tax liabilities	-	30.07
(b) Provisions	39.51	371.50
(c) Other non-financial liabilities	112.12	872.75
Sub-total	**151.63**	**1,274.32**
3. EQUITY		
(a) Equity share capital	6,384.06	6,379.58
(b) Other equity	1,00,638.70	1,41,891.17
Sub-total	**1,07,022.76**	**1,48,270.75**
Total Liabilities and Equity	**1,07,371.67**	**1,50,114.57**

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Date : May 15, 2019

Place: Mumbai

For IIFL Holdings Limited

R. Venkataraman

R. Venkataraman

Managing Director

(DIN: 00011919)

IIFL HOLDINGS LIMITED

2. The above audited standalone financial results for the quarter and year ended March 31, 2019, have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on May 14, 2019. The auditors have issued audit report with unmodified opinion on annual audited financial results for the year ended March 31, 2019.

3. The Company has adopted Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015 from April 1, 2018 and the effective date of such transition is April 1, 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder (collectively referred to as the "Previous GAAP").

4. Revenue from operations for quarter ended March 31, 2019, includes dividend from a subsidiary company of Rs. 7,121.49 lakhs (previous quarter NIL).

5. The comparative financial information of the Company for the quarter and year ended March 31, 2018 included in these standalone financial results, are based on the financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006, have been restated to comply with Ind AS. Adjustments have been made to the previously issued said financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS.

Net profit reconciliation between the figures reported under Previous GAAP and Ind AS is as under:

(Rs in Lakhs)

Particulars	Quarter ended March 31, 2018 (Unaudited)	Year ended March 31, 2018 (Audited)
Net profit after tax as per Previous GAAP	13,235.18	20,434.81
Add/(less):		
- Fair valuation of Investments	(85.50)	63.58
- Reclassification of actuarial gains/losses on post-employment benefits to OCI	(21.91)	13.78
- On amalgamation of India Infoline Media and Research Services Limited with the Company	(120.72)	985.27
- Compensation cost on fair valuation of employee stock option plan	124.58	(18.06)
- Deferred tax impact on above adjustments	53.62	(10.42)
Net profit after tax as per Ind AS	13,185.25	21,468.98
Other Comprehensive Income (net of tax)	13.55	(9.77)
Total Comprehensive Income as per Ind AS	**13,198.80**	**21,459.21**

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

IIFL HOLDINGS LIMITED

Reconciliation of equity attributable to shareholders of the Company as at March 31, 2018:

(Rs in Lakhs)

Particulars	As at March 31, 2018 (Audited)
Equity under Previous GAAP	145,598.36
Add/(less):	
- Fair valuation of Investments	348.42
- Deferred tax impact on above	(101.46)
- On amalgamation of India Infoline Media and Research Services Limited with the Company	2,207.53
- Others	217.90
Equity under Ind AS	**148,270.75**

6. During the quarter ended March 31, 2019, the Company has allotted 121,500 equity shares (previous quarter: 16,945) of Rs. 2/- each on exercise of stock options under the Employee Stock Option Scheme.

7. During the year ended March 31, 2019, the Company has declared and paid an interim dividend of Rs. 5/- per equity share (having a face value of Rs. 2/- each). The same is considered as final dividend.

8. The Company's main business is investing in subsidiaries. In the previous year, the Company's main business was investment banking activity. All other activities revolve around the main business. Further all activities are carried out within India. As such there are no separate reportable segments as per Indian Accounting Standard 108 (Ind AS) on "Operating Segment."

9. The Board of Directors of the Company at its meeting held on January 31, 2018, had approved the Composite Scheme of Arrangement amongst India Infoline Finance Limited ("IIFL Finance"), IIFL Holdings Limited ("Company/IIFL Holdings"), India Infoline Media and Research Services Limited ("IIFL M&R"), IIFL Securities Limited ("IIFL Securities"), IIFL Wealth Management Limited ("IIFL Wealth") and IIFL Distribution Services Limited ("IIFL Distribution"), and their respective shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") which inter-alia, envisages the following:
   i. amalgamation of IIFL M&R with IIFL Holdings;
   ii. demerger of the Securities Business Undertaking (as defined in the Scheme) of IIFL Holdings into IIFL Securities;
   iii. demerger of the Wealth Business Undertaking (as defined in the Scheme) of IIFL Holdings into IIFL Wealth;
   iv. transfer of the Broking and Depository Participant Business Undertaking (as defined in the Scheme) of IIFL Wealth to its wholly owned subsidiary i.e., IIFL Distribution, on a going-concern basis; and
   v. amalgamation of IIFL Finance with the Company.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

IIFL HOLDINGS LIMITED

The Appointed Date for the amalgamation of IIFL M&R with the IIFL Holdings is opening hours of April 01, 2017 and for all the other steps, the Appointed Date is opening hours of April 01, 2018.

The shareholders of the Company have approved the Scheme on December 12, 2018.

The National Company Law Tribunal Bench at Mumbai (Tribunal) has approved the aforementioned Scheme on March 07, 2019 under the applicable provisions of the Companies Act, 2013.

Certified copy of the said order of the Tribunal was received by IIFL Holdings on March 15, 2019 and filed with the Registrar of Companies on April 11, 2019.

Clause 56.2.4 of the Scheme states that Part V of the Scheme dealing with the merger of IIFL Finance with IIFL Holdings shall be made effective upon receipt of Non-Banking Finance Company (NBFC) registration by IIFL Holdings from the Reserve Bank of India(RBI). Pending the receipt of NBFC registration from RBI and based on the legal opinion obtained by the Company, the Board of Directors at its meeting held on May 13, 2019 have decided to give effect to the Scheme in the following manner:

a) Merger of IIFL M&R with IIFL Holdings with effect from the Appointed Date i.e. April 01, 2017;
b) Demerger of Securities Business Undertaking and the Wealth Business Undertaking from IIFL Holdings with effect from the Appointed Date i.e. April 01, 2018; and
c) Transfer of the Broking and Depository Participant Business Undertaking from IIFL Wealth to its wholly owned subsidiary, IIFL Distribution Services Limited with effect from the Appointed Date April 01, 2018.
d) Merger of the IIFL Finance with IIFL Holdings to be given effect after receipt of necessary registration from the RBI.

On the record date each shareholder of IIFL Holdings will be entitled to:

a) additional 1 fully paid up equity share of Rs. 2 each in IIFL Securities for every 1 share held in IIFL Holdings for the demerger of Securities Business Undertaking;
b) additional 1 fully paid up equity share of Rs. 2 each in IIFL Wealth for every 7 shares held in IIFL Holdings for the demerger of Wealth Business Undertaking;

After aforesaid merger of IIFL Finance with IIFL Holdings, each shareholder of IIFL Finance whose name is recorded in the register of members of IIFL Finance on the record date will be entitled to 135 fully paid up equity shares of Rs. 2 each in IIFL Holdings for every 100 shares held in IIFL Finance.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

IIFL HOLDINGS LIMITED

IIFL Holdings Limited
CIN : L74999MH1995PLC093797
Regd. Office :- IIFL House, Sun Infotech Park, Road No. 16, Plot No. B-23, MIDC, Thane Industrial Estate, Wagle Estate, Thane – 400604

The assets and liabilities as at April 01, 2018, transferred out by the Company in terms of the Scheme at book values are summarized below :

(Rs in Lakhs)

Particulars	In respect of Securities Business Undertaking	In respect of Wealth Business Undertaking
Total Assets	15,243.33	1,375.57
Total Liabilities	541.82	405.09
Net Assets	**14,701.51**	**970.48**

10. The figures for the quarter ended March 31, 2019 and March 31, 2018 are the balancing figures between audited figures in respect of the year ended March 31, 2019 and March 31, 2018 and the unaudited figures of nine months ended December 31, 2018 and December 31, 2017 respectively. The figures for the quarter ended December 31, 2018 are the balancing figures between unaudited figures in respect of nine months ended December 31, 2018 and unaudited figures in respect of half year ended September 30, 2018.

By order of the Board
For **IIFL Holdings Limited**

R. Venkataraman

R Venkataraman
Managing Director
DIN: 00011919

Date: May 15, 2019
Place: Mumbai

Deloitte Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th-32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai - 400 013
Maharashtra, India

Tel: +91 22 6185 4000
Fax: +91 22 6185 4001

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF IIFL HOLDINGS LIMITED

1. We have audited the accompanying Statement of Consolidated Financial Results of **IIFL HOLDINGS LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the year ended 31 March 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.

3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

   We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 6 below, is sufficient and appropriate to provide a basis for our audit opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements of subsidiaries referred to in paragraph 6 below, the Statement:

a. includes the results of the following entities: India Infoline Finance Limited, IIFL Home Finance Limited, Samasta Microfinance Limited and Clara Developers Private Limited;

b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and

c. gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit, total comprehensive income and other financial information of the Group for the year ended 31 March 2019.

5. We draw attention Note No. 2 to the Statement which describes the reasons for implementation of the Composite Scheme of Arrangement amongst the Company, India Infoline Media and Research Services Limited, IIFL Securities Limited, IIFL Wealth Management Limited, India Infoline Finance Limited, IIFL Distribution Services Limited, and their respective shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"),in Parts, based on the legal opinion obtained by the Company. The Scheme has been approved by the National Company Law Tribunal vide its order dated 07 March 2019 and filed with the Registrar of Companies on 11 April 2019

   Our report is not modified in respect of this matter.

6. We did not audit the financial statements of two subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 193,091.05 lakhs as at 31 March 2019, total revenues of Rs.33,975.36 lakhs, total net profit after tax of Rs. 5,320.40 lakhs and total comprehensive income of Rs. 5,276.82 lakhs for the year ended on that date, as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

7. The Statement includes the results for the Quarter ended 31 March 2019 and 31 March 2018 being the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the respective financial years which were subject to limited review by us.

8. The comparative financial information for the quarter and year ended 31 March 2018 in respect of twenty one subsidiaries, which includes its share of loss in its one joint venture prepared in accordance with the Ind AS and included in this Statement have been audited by other auditors whose reports have been furnished to us by the Management and in so far as it relates to the comparative amounts and disclosures included in respect of these subsidiaries and joint venture made in this Statement, is based solely on the reports of the other auditors.

Deloitte
Haskins & Sells LLP

9. The previously issued comparative financial information of the Group for the quarter and year ended 31 March 2018 included in this Statement, have been prepared after adjusting the previously issued consolidated financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. Adjustments made to the previously issued consolidated financial information to comply with IND AS have been audited by us

Our report is not modified in respect of these matters.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pallavi A. Gorakshakar
Partner
(Membership No.105035)

MUMBAI, ~~14~~ 15 May 2019

IIFL Holdings Limited
CIN : L74999MH1995PLC093797
Regd. Office :- IIFL House, Sun Infotech Park, Road No. 16, Plot No. B-23, MIDC, Thane Industrial Estate, Wagle Estate, Thane - 400604
Statement of Consolidated Unaudited Financial Results for the Quarter and Year ended March 31, 2019

Rs. Lakhs

Particulars	Quarter ended			Year ended	
	March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018
	(Unaudited) (see note 12)	(Unaudited) (see note 12)	(Unaudited) (see note 12)	Audited	Audited
1. Income					
Revenue from operations					
(i) Interest Income	1,32,304.18	1,18,251.03	1,13,188.77	4,78,569.32	4,28,012.45
(ii) Dividend Income	5,690.40	2,290.00	56.93	8,002.36	157.72
(iii) Rental Income	-	-	5,567.32	-	7,363.95
(iv) Fees and commission Income	3,471.05	2,968.43	51,139.92	12,272.91	1,78,388.26
(v) Net gain on fair value changes	-	-	(167.32)	-	13,178.92
(vi) Net gain on derecognition of financial instruments under amortised cost category	(313.94)	313.94	-	-	-
(vii) Sale of services	-	-	(1,048.98)	-	-
(viii) Others	-	-	1,194.06	-	4,753.39
(I) Total Revenue from operations	1,41,151.69	1,23,823.40	1,69,930.70	4,98,844.59	6,31,854.69
(II) Other Income	4,376.44	1,538.82	(821.14)	10,708.21	14,748.60
(III) Total Income (I+II)	1,45,528.13	1,25,362.22	1,69,109.56	5,09,552.80	6,46,603.29
2. Expenses					
(i) Finance Costs	62,958.23	68,020.67	70,054.76	2,58,572.60	2,72,201.39
(ii) Fees and commission expense	-	-	6,930.81	-	17,876.32
(iii) Net loss on fair value changes	204.04	(2,392.30)	-	1,073.69	-
(iv) Net loss on derecognition of financial instruments under amortised cost category	30,023.95	(1,812.20)	(1,027.84)	30,023.95	19,363.27
(v) Impairment on financial instruments	(12,279.81)	12,565.66	925.86	1.75	21,926.83
(vi) Employee Benefits Expenses	19,898.05	16,980.80	30,955.88	68,312.39	1,05,748.01
(vii) Depreciation, amortization and impairment	1,198.90	743.99	1,878.20	3,212.55	6,709.67
(viii) Others expenses	13,480.75	12,160.91	19,338.76	45,852.40	57,383.27
(IV) Total Expenses	1,15,484.11	1,06,267.53	1,29,056.43	4,07,049.33	5,01,208.76
(V) Profit before Share of Loss of Joint Venture, Exceptional Items and tax (III-IV)	30,044.02	19,094.69	40,053.13	1,02,503.47	1,45,394.53
(VI) Share of Loss from Joint Venture	-	-	102.17	-	581.81
(VII) Profit before Exceptional Items and tax (V-VI)	30,044.02	19,094.69	39,950.96	1,02,503.47	1,44,812.72
(VIII) Exceptional items (see notes 7 & 8)	10,461.22	-	-	10,461.22	-
(IX) Profit before tax (VII -VIII)	40,505.24	19,094.69	39,950.96	1,12,964.69	1,44,812.72
(X) Tax Expense:	9,039.47	5,737.10	11,964.77	32,532.07	42,746.91
(1) Current Tax	7,305.32	7,257.08	14,922.05	32,304.91	53,161.72
(2) Deferred Tax	1,734.15	(1,526.62)	(2,997.23)	220.52	(10,490.70)
(3) Tax Adjustment for prior years	-	6.64	39.95	6.64	75.89
Total Tax Expense	9,039.47	5,737.10	11,964.77	32,532.07	42,746.91
(XI) Profit for the period/year (IX-X)	31,465.77	13,357.59	27,986.19	80,432.62	1,02,065.81
Profit for the period/year attributable to :					
Owners of the company	27,428.33	11,596.12	22,835.01	69,069.22	79,473.86
Non - Controlling Interest	4,037.44	1,761.47	5,151.18	11,363.40	22,591.95
(XII) Other Comprehensive Income					
(A) (i) Items that will not be reclassified to profit or loss					
(a) Remeasurement of defined benefit liabilities/(assets)	(20.23)	(187.73)	162.27	(43.68)	(610.80)
(b) Cash Flow Hedge (net)	(1,198.21)	(993.85)	-	(2,452.39)	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	551.38	892.77	186.22	1,484.91	450.02
Subtotal (A)	(667.06)	(288.81)	348.49	(1,011.16)	(160.78)
(B) (i) Items that will be reclassified to profit or loss	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
Subtotal (B)	-	-	-	-	-
Other Comprehensive Income (A + B)	(667.06)	(288.81)	348.49	(1,011.16)	(160.78)
(XIII) Total Comprehensive Income for the period/year (XI+XII) (Comprising Profit (Loss) and other Comprehensive Income for the period/year)	30,798.71	13,068.78	28,334.68	79,421.46	1,01,905.03
Total Comprehensive Income attributable to :					
Owners of the Company	26,864.41	11,351.91	23,075.76	68,217.27	79,307.99
Non - Controlling Interest	3,934.30	1,716.87	5,258.92	11,204.19	22,597.04
(XIV) Earnings per equity share					
Basic (in Rs.) *	8.42	3.56	7.24	21.38	24.92
Diluted (In Rs.) *	8.40	3.55	7.22	21.34	24.84

* Not annualised

For IIFL Holdings Limited

R. Venkataraman

R Venkataraman
Managing Director
(DIN: 00011919)

ate : May 14, 2019
ace : Mumbai

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

IIFL HOLDINGS LIMITED

IIFL Holdings Limited
CIN : L74999MH1995PLC093797
Regd. Office :- IIFL House, Sun Infotech Park, Road No. 16, Plot No. B-23, MIDC,
Thane Industrial Estate, Wagle Estate, Thane - 400604

1. Statement of Consolidated Assets and Liabilities as at March 31, 2019

Rs. Lakhs

Particulars	As at 31 March 2019	As at 31 March 2018
ASSETS		
(1) Financial Assets		
(a) Cash and cash equivalents	1,27,660.20	1,51,548.30
(b) Bank Balance other than (a) above	1,24,482.56	1,60,676.57
(c) Derivative financial instruments	-	497.50
(d) Receivables		
(I) Trade Receivables	3,640.01	25,463.48
(II) Other Receivables	2,01,777.78	3,996.49
(e)Loans	27,27,006.73	35,70,287.84
(f) Investments	27,189.77	2,15,017.53
(g) Other Financial assets	25,771.06	1,58,164.77
	32,37,528.11	**42,85,652.48**
(2) Non-financial Assets		
(a) Current tax assets	12,786.69	21,830.30
(b) Deferred tax Assets	33,688.97	39,175.49
(c) Investment Property	26,342.66	25,030.04
(d) Property, Plant and Equipment	10,266.89	59,727.17
(e) Capital work-in-progress	677.68	10,993.86
(f) Intangible assets under development	-	-
(g) Goodwill	-	1,071.82
(h) Other Intangible assets	234.99	1,223.72
(i) Other non-financial assets	2,882.38	4,821.26
	86,980.26	**1,63,873.66**
Total Assets	**33,24,508.37**	**44,49,526.14**
LIABILITIES AND EQUITY		
LIABILITIES		
(1) Financial Liabilities		
(a) Derivative financial instruments	4,279.07	8 172.41
(b) Payables		
(I)Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	0.28
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	10,293.41	23,952.72
(II) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(c) Debt Securities	10,57,758.79	15,74,418.88
(d) Borrowings (Other than Debt Securities)	14,39,879.66	16,62,949.18
(e) Subordinated Liabilities	1,60,286.44	1,95,275.86
(f) Other financial liabilities	1,96,610.14	3,30,078.40
	28,69,107.51	**37,94,847.73**
(2) Non-Financial Liabilities		
(a) Current tax liabilities	5,190.38	6,918.50
(b) Provisions	3,649.00	4,017.46
(c) Deferred tax liabilities	-	-
(d) Other non-financial liabilities	9,810.25	19,463.23
	18,649.63	**30,399.19**
(3) EQUITY		
(a) Equity Share capital	6,384.06	6,379.58
(b) Other Equity	3,63,103.37	4,67,908.48
	3,69,487.43	**4,74,288.06**
(c) Non Controlling Interest	67,263.80	1,49,991.16
	4,36,751.23	**6,24,279.22**
Total Liabilities and Equity	**33,24,508.37**	**44,49,526.14**

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

IIFL HOLDINGS LIMITED

2.The Board of Directors of the Company at its meeting held on 31 January 2018, had approved the Composite Scheme of Arrangement amongst India Infoline Finance Limited ("IIFL Finance"), IIFL Holdings Limited ("Company/IIFL Holdings"), India Infoline Media and Research Services Limited ("IIFL M&R"), IIFL Securities Limited ("IIFL Securities"), IIFL Wealth Management Limited ("IIFL Wealth") and IIFL Distribution Services Limited ("IIFL Distribution"), and their respective shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") which inter-alia, envisages the following:

i. amalgamation of IIFL M&R with IIFL Holdings;
ii. demerger of the Securities Business Undertaking (as defined in the Scheme) of IIFL Holdings into IIFL Securities;
iii. demerger of the Wealth Business Undertaking (as defined in the Scheme) of IIFL Holdings into IIFL Wealth;
iv. transfer of the Broking and Depository Participant Business Undertaking (as defined in the Scheme) of IIFL Wealth to its wholly owned subsidiary i.e., IIFL Distribution, on a going-concern basis; and
v. amalgamation of IIFL Finance with the Company.

The Appointed Date for the amalgamation of IIFL M&R with the IIFL Holdings is opening hours of 1 April 2017 and for all the other steps, the Appointed Date is opening hours of 1 April 2018.

The shareholders of the Company have approved the Scheme on 12 December 2018

The National Company Law Tribunal Bench at Mumbai (Tribunal) has approved the aforementioned Scheme on 7 March 2019 under the applicable provisions of the Companies Act, 2013.

Certified copy of the said order of the Tribunal was received by IIFL Holdings on 15 March 2019 and filed with the Registrar of Companies on 11 April 2019.

Clause 56.2.4 of the Scheme states that Part V of the Scheme dealing with the merger of IIFL Finance with IIFL Holdings shall be made effective upon receipt of Non-Banking Finance Company (NBFC) registration by IIFL Holdings from the Reserve Bank of India. Pending the receipt of NBFC registration from RBI and based on the legal opinion obtained by the Company, the Board of Directors at its meeting held on 13 May 2019 have decided to give effect to the Scheme in the following manner:

a) Merger of IIFL M&R with IIFL Holdings with effect from the Appointed Date i.e. 1 April 2017;
b) Demerger of Securities Business Undertaking and the Wealth Business Undertaking from IIFL Holdings with effect from the Appointed Date i.e. 1 April 2018; and
c) Transfer of the Broking and Depository Participant Business Undertaking from IIFL Wealth to its wholly owned subsidiary, IIFL Distribution Services Limited with effect from the Appointed Date 1 April 2018.
d) Merger of the IIFL Finance with IIFL Holdings to be given effect after receipt of necessary registration from the RBI.

On the record date each shareholder of IIFL Holdings will be entitled to:

a) additional 1 fully paid up equity share of Rs. 2 each in IIFL Securities for every 1 share held in IIFL Holdings for the demerger of Securities Business Undertaking;

IIFL HOLDINGS LIMITED

b) additional 1 fully paid up equity share of Rs. 2 each in IIFL Wealth for every 7 shares held in IIFL Holdings for the demerger of Wealth Business Undertaking;

After aforesaid merger of IIFL Finance with IIFL Holdings, each shareholder of IIFL Finance whose name is recorded in the register of members of IIFL Finance on the record date will be entitled to 135 fully paid up equity shares of Rs. 2 each in IIFL Holdings for every 100 shares held in IIFL Finance.

IIFL HOLDINGS LIMITED

IIFL Holdings Limited
CIN : L74999MH1995PLC093797
Regd. Office :- IIFL House, Sun Infotech Park, Road No. 16, Plot No. B-23, MIDC, Thane Industrial Estate, Wagle Estate, Thane - 400604

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, (ii) financial product distribution and (iii) capital market activities. The disclosures in terms of Indian Accounting Standard 108 (Ind AS) on "Operating Segment" as specified under section 133 of Companies Act, 2013 for the Group is as under:

Rs. Lakhs

Particulars	Quarter ended			Year ended	
	March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018
	(Unaudited) (see note 12)	(Unaudited) (see note 12)	(Unaudited) (see note 12)	Audited	Audited
Segment Revenue					
1 Fund Based activities	1,48,273.19	1,23,823.39	1,14,732.35	5,05,966.08	4,10,720.01
2 Financial Products distribution	-	-	44,422.36	-	1,65,787.69
3 Capital Market activities	-	-	20,791.55	-	79,817.39
4 Others	4,376.44	1,538.83	5,740.04	10,708.21	21,420.70
Total	**1,52,649.63**	**1,25,362.22**	**1,85,686.30**	**5,16,674.29**	**6,77,745.79**
Less : Inter Segment Revenue	(7,121.50)	-	(16,576.74)	(7,121.49)	(31,142.50)
Net Income	**1,45,528.13**	**1,25,362.22**	**1,69,109.56**	**5,09,552.80**	**6,46,603.29**
Segment Result (Profit before Tax)					
1 Fund Based activities	39,233.12	18,952.27	19,783.77	1,10,475.29	62,811.92
2 Financial Products distribution	-	-	13,419.69	-	49,435.47
3 Capital Market activities	-	-	4,685.40	-	21,248.74
4 Others	1,793.20	142.42	2,249.29	2,489.40	11,129.40
Total	**41,026.32**	**19,094.69**	**40,138.15**	**1,12,964.69**	**1,44,625.53**
Unallocated	(521.08)	-	(187.19)	-	187.19
Total Segment Results	**40,505.24**	**19,094.69**	**39,950.96**	**1,12,964.69**	**1,44,812.72**
Segment Assets					
1 Fund Based activities	33,11,721.70	32,02,923.25	40,04,779.13	33,11,721.70	40,04,779.13
2 Financial Products distribution	-	-	1,69,803.19	-	1,69,803.19
3 Capital Market activities	-	-	2,53,113.53	-	2,53,113.53
4 Others	-	-	-	-	-
Total	**33,11,721.70**	**32,02,923.25**	**44,27,695.85**	**33,11,721.70**	**44,27,695.85**
Unallocated	12,786.69	12,214.30	21,830.30	12,786.67	21,830.30
Total Segment Assets	**33,24,508.39**	**32,15,137.55**	**44,49,526.15**	**33,24,508.37**	**44,49,526.15**
Segment Liabilities					
1 Fund Based activities	28,82,566.76	27,88,467.14	35,05,220.63	28,82,566.76	35,05,220.63
2 Financial Products distribution	-	-	1,01,019.33	-	1,01,019.33
3 Capital Market activities	-	-	2,12,088.47	-	2,12,088.47
4 Others	-	-	-	-	-
Total	**28,82,566.76**	**27,88,467.14**	**38,18,328.43**	**28,82,566.76**	**38,18,328.43**
Unallocated	5,190.38	7,818.35	6,918.49	5,190.38	6,918.49
Total Segment Liabilities	**28,87,757.14**	**27,96,285.49**	**38,25,246.92**	**28,87,757.14**	**38,25,246.92**
Capital Employed					
(Segment Assets less Segment liabilities)					
1 Fund Based activities	4,29,154.91	4,10,659.70	4,99,558.50	4,29,154.91	4,99,558.50
2 Financial Products distribution	-	-	68,783.86	-	68,783.86
3 Capital Market activities	-	-	41,025.06	-	41,025.06
4 Others	-	-	-	-	-
Total capital employed in Segments	**4,29,154.91**	**4,10,659.70**	**6,09,367.42**	**4,29,154.91**	**6,09,367.42**
Unallocated	7,596.31	8,192.37	14,911.81	7,596.31	14,911.81
Total Capital Employed	**4,36,751.22**	**4,18,852.07**	**6,24,279.23**	**4,36,751.22**	**6,24,279.23**

IIFL HOLDINGS LIMITED

4. The above audited consolidated financial results for the quarter and year ended March 31, 2019, have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on May 14, 2019. The auditors have issued audit report with modified opinion on annual audited financial results for the year ended 31 March 2019.

5, The Company has adopted Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015 from April 1, 2018 and the effective date of such transition is April 1, 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder (collectively referred to as the "Previous GAAP").

6. The comparative financial information of the Company for the quarter and year ended March 31, 2018 included in these consolidated financial results, are based on the financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006, have been restated to comply with Ind AS. Adjustments have been made to the previously issued said financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS.

Net profit reconciliation between the figures reported under Previous GAAP and Ind AS is as under:

(Rs. in Lakhs)

Particulars	Quarter ended March 31, 2018	Year ended March 31, 2018
	(Unaudited)	(Audited)
Net profit after tax as per Previous GAAP	**31,798.75**	**116,207.67**
Add/(less):		
- Fair valuation of Investments	-2,463.05	-182.67
- Effective interest rate on financial assets	-3,671.80	-2,853.69
- Effective interest rate on financial liabilities	141.99	-17.66
- Expected credit loss	1,599.23	-21,247.12
- Net gain / (Loss) on loan sold under assignment transactions	-9.26	3,766.15
- Reclassification of actuarial gains/losses on post-employment benefits to OCI	-162.27	610.78
- Incremental cost on fair valuation of employee stock option plan	-117.99	-933.69
- Accounting of common control business combination	-	-116.15
- Others	-279.67	-1,099.86
- Deferred tax impact on above adjustments	1,150.28	7,932.04

Net profit after tax as per Ind AS	**27,986.19**	**102,065.81**
Other Comprehensive Income (net of tax)	348.49	-160.78
Total Comprehensive Income as per Ind AS	**28,334.68**	**101,905.03**

Reconciliation of equity attributable to shareholders of the Company as at March 31, 2018:

(Rs in Lakhs)

Particulars	**As on Mar 2018**
Net worth as per Indian GAAP	**656,637.8**
Add/(less):	
- Fair valuation of Investments	7,737.6
- Effective interest rate on financial assets	(8,120.2)
- Effective interest rate on financial liabilities	(1,042.0)
- Expected credit loss	(59,164.1)
- Interest recognition on NPAs	(102.8)
- Net gain on de-recognition of loans sold under assignment transaction	8,054.6
- Reclassification of preference shares to financial liability	2,837.8
- Goodwill	(5,414.2)
ESOPs compensation cost	(195.3)
Reversal of DTL on Special Reserve	3,130.7
Consolidation of IIFL Wealth Employee Benefit trust	28.9
Standard Asset reversal	2,769.7
Due to Business Combination – Media	(105.0)
- Others	207.9
- Other Comprehensive Income (net of tax)	(334.4)
Securities Premium transferred to Borrowings under Ind AS	(856.8)
- Deferred tax impact on above adjustments	18,209.1
Networth as per Ind AS	**624,279.2**

7. During the quarter ended 31 March 2019, India Infoline Finance Limited ("the subsidiary") executed definitive agreement for the sale of its "Vehicle Financing Business" as a going concern on slum sale basis to Indostar Capital Finance Limited. The profit on sale aggregating to Rs. 11,533.04 Lacs has been disclosed as exceptional item.

8. During the current year goodwill aggregating to Rs.1,071.82 Lacs has been impaired and disclosed as exceptional item.

9. During the year ended March 31, 2019, the Company has declared and paid an interim dividend of Rs. 5/- per equity share (having a face value of Rs. 2/- each). The same is considered as final dividend.

10. During the quarter ended March 31, 2019 the Company has allotted 1,21,500 equity shares (previous quarter: 16,945 equity shares) having face value of Rs. 2/- each on exercise of stock options under the Employee Stock Option Scheme.

11. The audited Consolidated financial results for the quarter and year ended March 31, 2019, as submitted to Stock Exchanges are also available on our website www.iifl.com.

12. The figures for the quarter ended March 31, 2019 and March 31, 2018 are the balancing figures between audited figures in respect of the year ended March 31, 2019 and March 31, 2018 and the unaudited figures of nine months ended December 31, 2018 and December 31, 2017 respectively. The figures for the quarter ended December 31, 2018 are the balancing figures between unaudited figures in respect of nine months ended December 31, 2018 and unaudited figures in respect of half year ended September 30, 2018.

By order of the Board
For **IIFL Holdings Limited**

IIFL HOLDINGS LIMITED

R. Venkataraman

R Venkataraman
Managing Director
DIN: 00011919

Date: May 15, 2019
Place: Mumbai

When it's about money..

IIFL

May 15 2019

The Manager, **Listing Department,** **BSE Limited,** **Phiroze Jeejeebhoy Tower,** **Dalal Street,** **Mumbai 400 001.** **Tel no.: 22721233** **Fax No.: 22723719/ 22723121/ 22722037/ 22722041/ 22722061** **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**

Sub: Declaration pursuant to regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing Ref No. CIR/CFD/CMD/56/2016 dated May 27, 2016.

DECLARATION

Dear Sir,

I, Prabodh Agrawal, Chief Financial Officer of IIFL Holdings Limited (CIN: L74999MH1995PLC093797) having its registered office at IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate Thane - 400604 hereby declared that , the Statutory auditors of the Company, Deloitte Haskins & Sells LLP (FRN: 117366W/W-100018) has issued an Audit Report with unmodified opinion on the Annual Audited Financials Results of the Company (Standalone and Consolidated) for the year ended March 31, 2019.

The declaration is given in compliance to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2016, vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and circular no. CIR/CFD/CMD/56/2016 dated May 27, 2016.

Kindly take above on record and oblige.

Thanking You,
Yours faithfully,

For **IIFL Holdings Limited**

Prabodh Agrawal
Chief Financial Officer
Place: Mumbai

Encl: as above
Email Id: csteam@indiainfoline.com