Performance Review

For the quarter and nine months ended December 2017

IIFL Holdings Limited

Bloomberg: IIFL IN



January 31, 2018

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IIFL Group – Quarterly results at a glance

Quarter ended December 2017



Key highlights of the quarter

| ₹ Cr | Income | Y-o-Y (%) | Profit after tax | Y-o-Y (%) | Loan book grew 29% |
|-----------------------------------|--------|--------------|------------------------|--------------|--|
| Loans and Mortgages | 498.6 | 42% | 145.6 | 30% | y-o-y to ₹27,288 Cr |
| Wealth and Asset Management | 282.8 | 42% | 100.1 | 54% | Asset quality remains sound with GNPA of 2.1% and NNPA of 1.2% |
| Capital Markets | 206.2 | 9% | 55.6 | 22% | and MM A Of 1.270 |
| IIFL Consolidated | 987.6 | 34% | 301.3 | 36% | Wealth assets grew 58% y-o-y to ₹1,28,175 Cr |
| Minority Interest | - | - | (65.5) | 52% | |
| IIFL Consolidated (post minority) | 987.6 | 34% | 235.8 | 32% | Consolidated ROE steady at 19.4% and ROA at 2.4% |

IIFL Group – Consolidated results

Quarter ended December 2017



| ₹Cr | Q3FY18 | Q3FY17 | Y-o-Y | Q2FY18 | Q-o-Q | 9MFY18 | 9MFY17 | Y-o-Y |
|--|---------|---------|-------|---------|-------|---------|---------|-------|
| Revenue from Operations | 1,627.3 | 1,229.6 | 32% | 1,553.3 | 5% | 4,522.5 | 3,424.7 | 32% |
| Other income | 59.5 | 37.4 | 59% | 42.9 | 39% | 173.0 | 88.5 | 95% |
| Total Income | 1,686.8 | 1,267.0 | 33% | 1,596.2 | 6% | 4,695.5 | 3,513.2 | 34% |
| Operating cost | 67.9 | 49.6 | 37% | 74.1 | (8%) | 194.6 | 122.6 | 59% |
| Employee cost | 277.4 | 196.9 | 41% | 248.3 | 12% | 750.8 | 557.0 | 35% |
| Administration and other expenses | 195.7 | 150.7 | 30% | 191.8 | 2% | 560.6 | 401.9 | 39% |
| Total expenses | 541.0 | 397.2 | 36% | 514.2 | 5% | 1,506.0 | 1,081.5 | 39% |
| EBITDA | 1,145.8 | 869.8 | 32% | 1,082.0 | 6% | 3,189.5 | 2,431.7 | 31% |
| Interest costs | 699.2 | 527.9 | 32% | 651.7 | 7% | 1,922.4 | 1,531.1 | 26% |
| Depreciation and amortization | 16.9 | 12.9 | 31% | 16.3 | 4% | 48.0 | 39.6 | 21% |
| Profit before tax | 429.7 | 329.0 | 31% | 414.0 | 4% | 1,219.1 | 861.0 | 42% |
| Tax expense | 128.4 | 106.7 | 20% | 123.1 | 4% | 375.0 | 273.4 | 37% |
| Profit after tax before minority | 301.3 | 222.3 | 36% | 290.9 | 4% | 844.1 | 587.6 | 44% |
| Minority Interest {includes profit / (loss) of associates} | 65.5 | 43.2 | 52% | 61.8 | 6% | 181.1 | 87.9 | 106% |
| Profit after tax after minority | 235.8 | 179.1 | 32% | 229.1 | 3% | 663.0 | 499.7 | 33% |

Note: Previous periods figures have been regrouped / rearranged wherever necessary

IIFL Group – Consolidated Balance Sheet



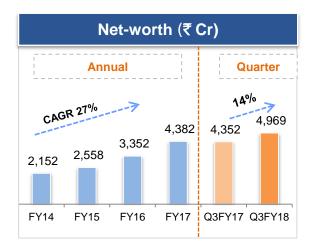


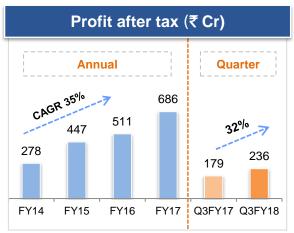
| ₹Cr | As at 31.12.2017 | As at 31.12.2016 | V-A-V | As at 30.09.2017 | Q-o-Q |
|----------------------|------------------|------------------|-------|------------------|-------|
| Equity Share Capital | 63.7 | 63.5 | 0% | 63.7 | 0% |
| Reserves and Surplus | 4,905.3 | 4,288.1 | 14% | 4,676.7 | 5% |
| Shareholders' funds | 4,969.0 | 4,351.6 | 14% | 4,740.4 | 5% |
| Minority Interest | 1,435.0 | 1,135.3 | 26% | 1,381.7 | 4% |
| Borrowings | 29,122.1 | 22,939.8 | 27% | 29,188.3 | 0% |
| Sources of Funds | 35,526.1 | 28,426.7 | 25% | 35,310.4 | 1% |
| | | | | | |
| Fixed assets | 744.8 | 623.1 | 20% | 890.4 | (16%) |
| Investments | 3,338.1 | 4,045.8 | (17%) | 3,798.3 | (12%) |
| Gross Loans | 29,409.0 | 21,873.9 | 34% | 27,872.5 | 6% |
| Less: NPA Provision | 218.1 | 217.7 | 0% | 197.2 | 11% |
| Net Loans | 29,190.9 | 21,656.2 | 35% | 27,675.2 | 5% |
| Net Current Assets | 2,252.3 | 2,101.6 | 7% | 2,946.5 | (24%) |
| Application of Funds | 35,526.1 | 28,426.7 | 25% | 35,310.4 | 1% |

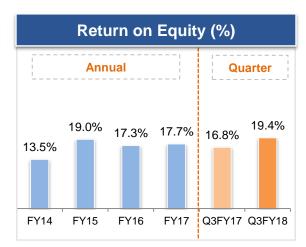
IIFL Group – Consolidated financial trends

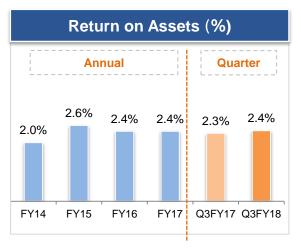
Quarter ended December 2017

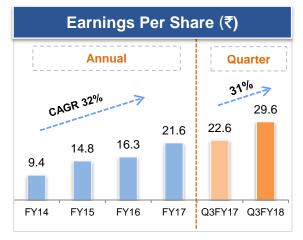


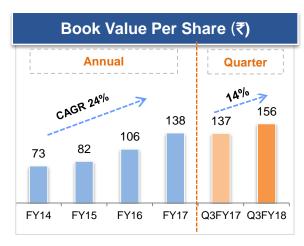












Notes: Profit is post-minority, Income is net of interest expense & Quarterly ROE and EPS are annualized



I: IIFL Group Performance Overview

- (i) Loans and Mortgages
- (ii) Wealth and Asset Management
- (iii) Capital Markets

II: Reorganization of IIFL Group Companies

III: Ownership, Management and Governance

Loans and Mortgages – Consolidated results



Quarter ended December 2017 (NBFC, HFC and MFI)

| ₹Cr | Q3FY18 | Q3FY17 | Y-o-Y | Q2FY18 | Q-o-Q | 9MFY18 | 9MFY17 | |
|-------------------------|----------|----------|-------|----------|-------|----------|----------|--|
| Loan book | 23,561.8 | 18,943.0 | 24% | 23,020.5 | 2% | 23,561.8 | 18,943.0 | |
| Securitised assets | 3,726.3 | 2,146.6 | 74% | 3,012.5 | 24% | 3,726.3 | 2,146.6 | |
| Assets under management | 27,288.1 | 21,089.6 | 29% | 26,033.0 | 5% | 27,288.1 | 21,089.6 | |
| | | | | | | | | |
| Interest income | 906.4 | 759.2 | 19% | 886.0 | 2% | 2,592.7 | 2,215.1 | |
| Interest expense | 508.7 | 446.7 | 14% | 484.8 | 5% | 1,447.9 | 1,341.9 | |
| Net Interest income | 397.7 | 312.5 | 27% | 401.2 | (1%) | 1,144.8 | 873.2 | |
| Other income | 100.9 | 38.5 | 162% | 65.4 | 54% | 227.1 | 101.2 | |
| Total income | 498.6 | 351.0 | 42% | 466.6 | 7% | 1,371.9 | 974.4 | |
| Operating expense | 189.8 | 136.6 | 39% | 167.1 | 14% | 515.7 | 396.3 | |
| Loan losses & provision | 89.8 | 43.3 | 107% | 95.8 | (6%) | 256.5 | 114.1 | |
| Profit before tax | 219.0 | 171.1 | 28% | 203.7 | 8% | 599.7 | 464.0 | |
| Tax expense | 73.4 | 59.4 | 24% | 71.5 | 3% | 205.6 | 161.3 | |
| Profit after tax | 145.6 | 111.7 | 30% | 132.2 | 10% | 394.1 | 302.7 | |

Loans and Mortgages- Consolidated Balance Sheet



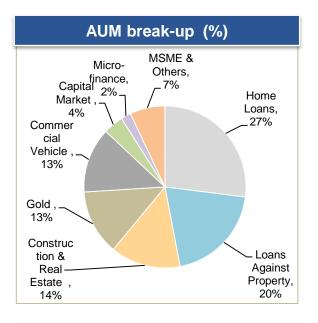
Quarter ended December 2017 (NBFC, HFC and MFI)

| ₹Cr | As at 31.12.2017 | As at 31.12.2016 | Y-o-Y | As at 30.09.2017 | Q-o-Q |
|-----------------------------|------------------|------------------|--------|------------------|--------|
| Equity Share Capital + CCPS | 280.7 | 280.5 | 0% | 280.5 | 0% |
| Preference Share Capital | - | 75.0 | (100%) | 75.0 | (100%) |
| Reserves and Surplus | 3,580.2 | 3,158.4 | 13% | 3,438.2 | 4% |
| Shareholders' funds | 3,860.9 | 3,513.9 | 10% | 3,793.7 | 2% |
| Minority Interest | 3.6 | - | - | 3.4 | 6% |
| Borrowings | 21,661.2 | 17,582.3 | 23% | 21,376.6 | 1% |
| Sources of Funds | 25,525.7 | 21,096.2 | 21% | 25,173.7 | 1% |
| | | | | | |
| Fixed assets | 79.4 | 62.3 | 27% | 75.6 | 5% |
| Investments | 1,531.1 | 1,325.7 | 15% | 1,223.2 | 25% |
| Gross Loans | 23,561.8 | 18,943.0 | 24% | 23,020.5 | 2% |
| Less: NPA Provision | 218.1 | 217.6 | 0% | 197.3 | 11% |
| Net Loans | 23,343.7 | 18,725.4 | 25% | 22,823.2 | 2% |
| Net Current Assets | 571.5 | 982.8 | (42%) | 1,051.7 | (46%) |
| Application of Funds | 25,525.7 | 21,096.2 | 21% | 25,173.7 | 1% |

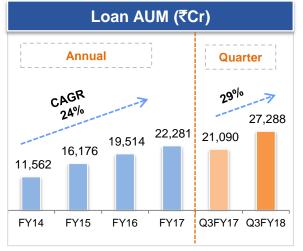
Achieving volume & profit growth with superior asset mix

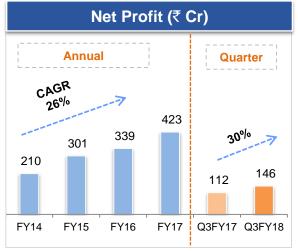


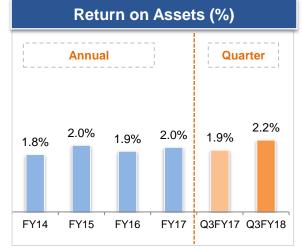
- AuM growth driven primarily by small-ticket home loans and SME loans
- CV, Gold and MFI loans have also grown strongly
- Capital market loans declined as prior period included short-tenure IPO funding
- ROE improved to 15.4% and ROA to 2.2%



| Loan AUM (₹Cr) | Q3FY18 | Y-o-Y | Q-o-Q |
|----------------------------|--------|-------|-------|
| Home Loan | 7,500 | 61% | 12% |
| LAP | 5,550 | 4% | 1% |
| Construction & Real Estate | 3,795 | 27% | 7% |
| Commercial Vehicle | 3,581 | 28% | 14% |
| Gold | 3,432 | 15% | 12% |
| Capital Market | 988 | (31%) | (55%) |
| MSME & Others | 1,868 | 98% | 26% |
| MFI | 574 | - | 42% |
| Total | 27,288 | 29% | 5% |



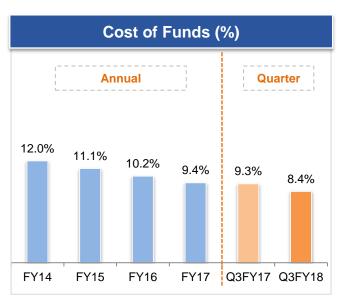


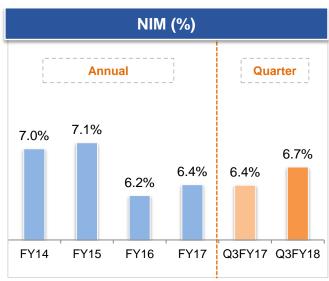


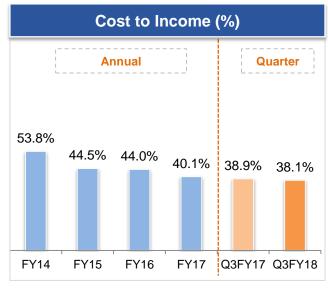
Funding, operating costs decline

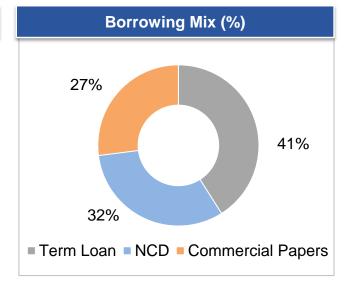


- Average cost of borrowing declined 10 bps q-o-q and 90 bps y-o-y to 8.4%
- NIM at 6.7% declined 47 bps q-o-q and was up 35 bps y-o-y. NIM was impacted in this quarter by a one-time charge of Rs10.1cr due to premium paid on buy-back of high yielding NCDs
- Cost/Income ratio has improved y-o-y
- IIFL Finance has longterm credit rating by CRISIL AA/Stable, [ICRA] AA (Stable), CARE AA (Positive) and short-term rating by [ICRA] A1+





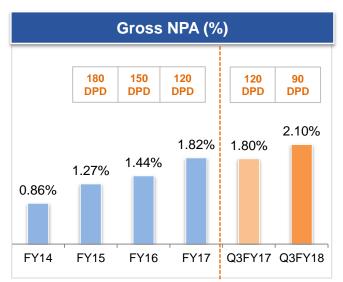


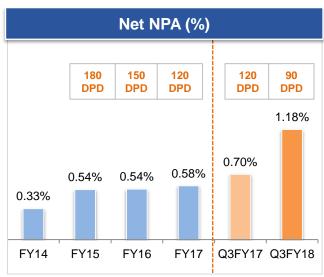


Through cycles, maintaining superior quality of assets



- Asset quality remains sound with GNPA of 2.1% and NNPA of 1.2%
- Sequential increase in NNPAs largely in SME and real-estate finance; NPA ratios in all other segments were flat or declined q-o-q
- Securitized loan book currently stands at 14% of AUM, up from 10% a year back
- Tier-I CAR stands at 16.8% and total CAR at 18.2%





| | % Portfolio Share | NNPA% | Yield % | Average Ticket Size (₹Lakh) | LTV % |
|----------------------------|----------------------|-------|---------|-----------------------------------|-------|
| Home Loan | 27% | 0.3% | 9.6% | 22.0 | 67% |
| Loan Against Property | 20% | 1.7% | 12.3% | 76.4 | 50% |
| Construction & Real Estate | 14% | 2.3% | 16.0% | 1023.9 | 45% |
| Commercial Vehicle | 13% | 2.3% | 15.4% | 12.5 | 76% |
| Gold | 13% | 0.2% | 21.4% | 0.5 | 65% |
| Capital Market | 4% | 0.0% | 11.1% | 52.4 | 42% |
| MSME & Others | 7% | 1.3% | 15.1% | 10.4 | 55% |
| Micro-finance | 2% | 0.0% | 23.9% | 0.2 | - |
| Total | 100% | 1.2% | 14.1% | | - |



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- (i) Loans and Mortgages
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II: Reorganization of IIFL Group Companies

III: Ownership, Management and Governance

Wealth and Asset Management – Consolidated results



| ₹Cr | Q3FY18 | Q3FY17 | Y-o-Y | Q2FY18 | Q-o-Q | 9MFY18 | 9MFY1 |
|--|----------|--------|-------|----------|-------|----------|--------|
| Assets under advice, management and distribution | 1,28,175 | 81,198 | 58% | 1,17,527 | 9% | 1,28,175 | 81,198 |
| | | | | | | | |
| Fee based income (1) | 218.7 | 145.3 | 51% | 237.0 | (8%) | 648.1 | 418.3 |
| Direct Cost | 16.2 | 10.1 | 61% | 26.5 | (39%) | 57.0 | 27.2 |
| Net Commission / Fee Income | 202.5 | 135.2 | 50% | 210.5 | (4%) | 591.1 | 391.1 |
| Fund based income (2) | 252.7 | 151.3 | 67% | 192.9 | 31% | 612.3 | 311.2 |
| Interest expense | 172.4 | 87.8 | 96% | 142.2 | 21% | 415.5 | 164.3 |
| Net fund based income | 80.3 | 63.5 | 26% | 50.7 | 58% | 196.8 | 146.9 |
| Total income | 282.8 | 198.7 | 42% | 261.2 | 8% | 787.9 | 538.0 |
| Employee cost | 105.6 | 70.2 | 50% | 96.8 | 9% | 283.2 | 189.0 |
| Other operating expense | 44.3 | 32.6 | 37% | 44.1 | 0% | 122.7 | 87.7 |
| Provision charges | 4.1 | 2.4 | 70% | 2.3 | 78% | 11.1 | 10.2 |
| Total expenses | 154.0 | 105.2 | 47% | 143.2 | 8% | 417.0 | 286.9 |
| Profit before tax | 128.8 | 93.5 | 38% | 118.0 | 9% | 370.9 | 251.1 |
| Tax expense | 28.7 | 28.3 | 1% | 22.5 | 28% | 88.8 | 76.0 |
| Profit after tax | 100.1 | 65.2 | 54% | 95.5 | 5% | 282.1 | 175.1 |

- (1) Fee income includes carry income of ₹21.2Cr in Q2FY18; excluding this fee, income is up 51% y-o-y and 1% q-o-q
- (2) Increase in fund based income is due to reversal of approximately ₹15Cr of MTM loss booked in Q2FY18

IIFL Wealth Management – Consolidated Balance Sheet

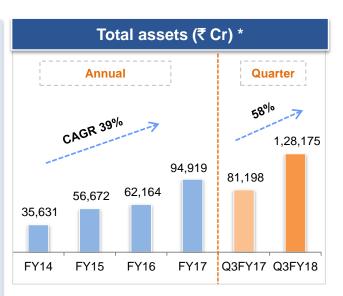


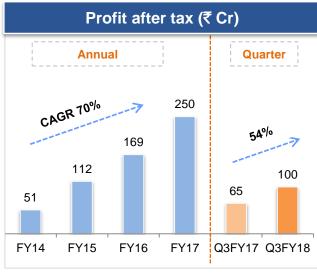
| ₹Cr | As at 31.12.2017 | As at 31.12.2016 | Y-o-Y | As at 30.09.2017 | Q-o-Q |
|----------------------|---------------------|---------------------|-------|---------------------|-------|
| Equity Share Capital | 15.8 | 14.8 | 7% | 15.7 | 1% |
| Reserves and Surplus | 1,770.0 | 1,363.1 | 30% | 1,710.1 | 4% |
| Shareholders' funds | 1,785.8 | 1,377.9 | 30% | 1,725.8 | 3% |
| Minority Interest | - | - | - | - | - |
| Borrowings | 6,610.9 | 4,850.7 | 36% | 6,730.7 | (2%) |
| Sources of Funds | 8,396.7 | 6,228.6 | 35% | 8,456.5 | (1%) |
| | | | | | |
| Fixed assets | 71.9 | 57.4 | 25% | 61.9 | 16% |
| Investments | 1,686.4 | 2,482.6 | (32%) | 2,542.9 | (34%) |
| Gross Loans | 5,847.4 | 2,931.0 | 100% | 4,851.9 | 21% |
| Less: NPA Provision | - | - | - | - | - |
| Net Loans | 5,847.4 | 2,931.0 | 100% | 4,851.9 | 21% |
| Net Current Assets | 791.0 | 757.6 | 4% | 999.8 | (21%) |
| Application of Funds | 8,396.7 | 6,228.6 | 35% | 8,456.5 | (1%) |

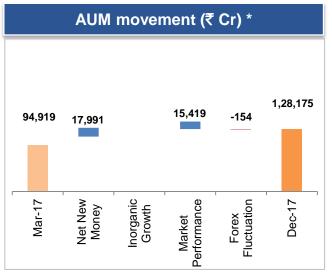
Leading Wealth manager in India

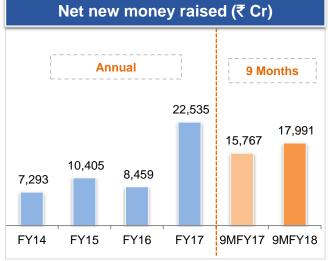


- IIFL Wealth offers broad range of wealth products and services with a view to maximize client wallet share including financial product distribution, advisory, brokerage in equity / Fixed income, onshore & offshore asset management and credit solutions
- Overall AuM growth continues to be robust recording y-o-y growth of 58%
- Largest fund manager of AIFs. AUM grew 30% q-o-q and 63% y-o-y to ₹11,600Cr
- PAT grew by 54% y-o-y and 5% q-o-q to ₹100Cr







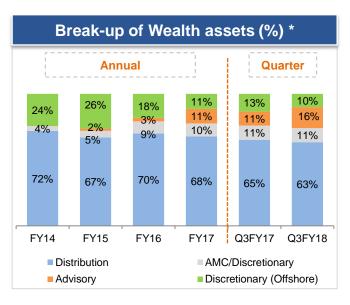


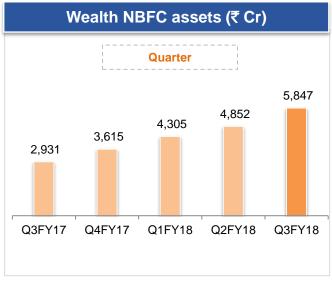
^{*} Offshore FPI advisory assets have been excluded from total assets given their negligible contribution to income; It shall be excluded from hereon

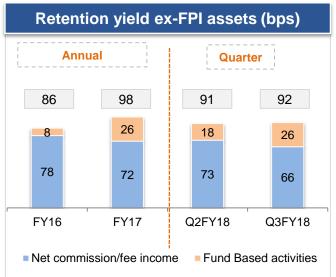
Broadening advisory and asset management services

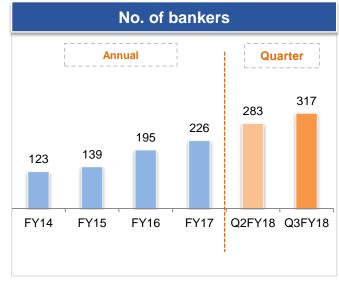


- Wealth NBFC, which mainly offers loans against securities, grew its loan book 21% q-o-q and 100% y-o-y
- Presence in 23 Offices across 7 countries and major Indian cities
- Hired 34 bankers during Q3FY18 taking the total number to 317, to further drive the growth momentum
- For the quarter ended December 31, 2017, the retention yield stands at 92 bps









^{*} Offshore FPI advisory assets have been excluded from total assets given their negligible contribution to income; It shall be excluded from hereon



I: IIFL Group Performance Overview

- (i) Loans and Mortgages
- (ii) Wealth and Asset Management
- (iii) Capital Markets

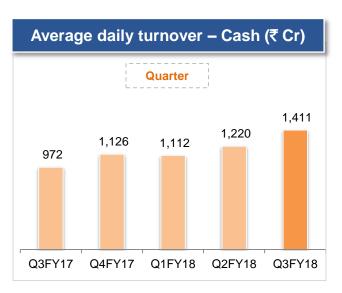
II: Reorganization of IIFL Group Companies

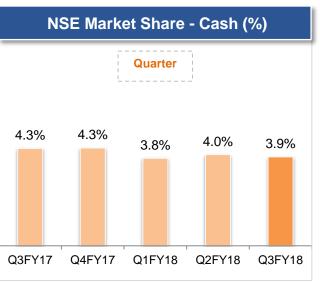
III: Ownership, Management and Governance

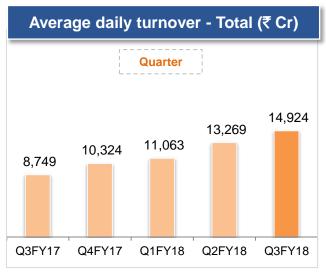
Capital markets – Turnover and market share

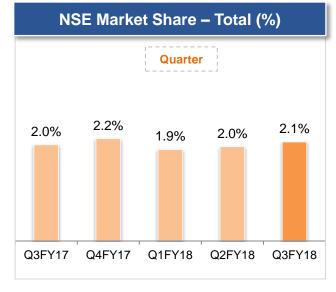


- IIFL is a key player in both retail and institutional segments with a ~4% share of daily cash turnover
- Average daily cash turnover was up 45% y-o-y to ₹1,411
 Cr. versus 57% y-o-y growth in exchange cash turnover
- Average daily F&O turnover was up 74% y-o-y to
 ₹13,513 Cr. versus 69% y-o-y growth in exchange F&O turnover
- Total average daily turnover (including F&O) was up 71% y-o-y to ₹14,924 Cr. versus 69% y-o-y growth in exchange turnover





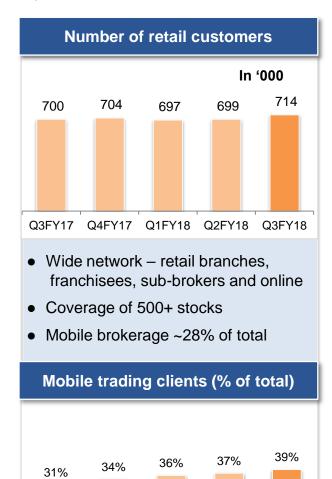




Digitization and Research backed institutional and retail equity businesses



Quarter ended December 2017



Q3FY17 Q4FY17 Q1FY18 Q2FY18

Q3FY18

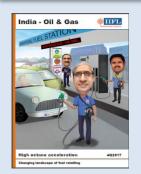
IIFL Markets – Top rated App

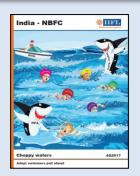


Highest rated (4.3) and Most downloaded stock trading app amongst peers

- Rated 4.3 by 23,000 + users,
- 81% of ratings are 4 stars & above
- 500+ stock ideas shared by IIFL experts
- 1000+ market and stock related news notifications
- Mpin based login in the App, first in the industry
- Virtual portfolio launched

Internationally acclaimed research





India –Oil and Gas
In-depth analysis on
why India OMCs
continue to offer
highly attractive risk reward

India - NBFC
Turning cautious on
the NBFC sector,
given increasing risks
to growth and
earnings performance

- Pedigreed institutional equities team comprising 25 analysts and 200+ stocks under coverage
- Stellar track record in block placements with institutional investors
- Known for market leading distribution franchise across investor segments

Investment Banking has made significant strides



Quarter ended December 2017

- Investment Banking business continues to witness strong momentum completed 11 transactions in the last quarter across capital markets and advisory.
- > There is a substantial pipeline of transactions which are at various stages of execution
- We continue to ramp up the team to capitalise on growth opportunities

Marquee Issues



Karur Vysya Bank

Rights Issue

₹892 Cr (November 2017)



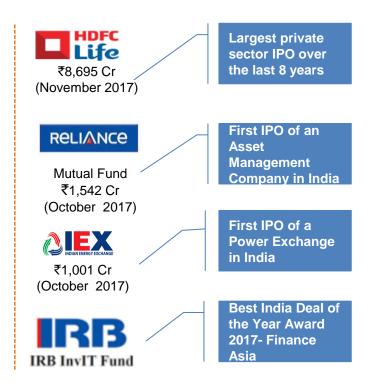












IIFL is ranked #3 Investment Banker for CY2016 and CY2017

^{*}Source – Prime Database. Issue type: – IPOs, FPOs, InvIT and QIPs. Rankings are from Jan 1, 2016 to December 31, 2017 on full credit basis based on amount raised



I: IIFL Group Business Overview

- (i) Loans and Mortgages
- (ii) Wealth and Asset Management
- (iii) Capital Markets

II: Reorganization of IIFL Group Companies

III: Ownership, Management and Governance

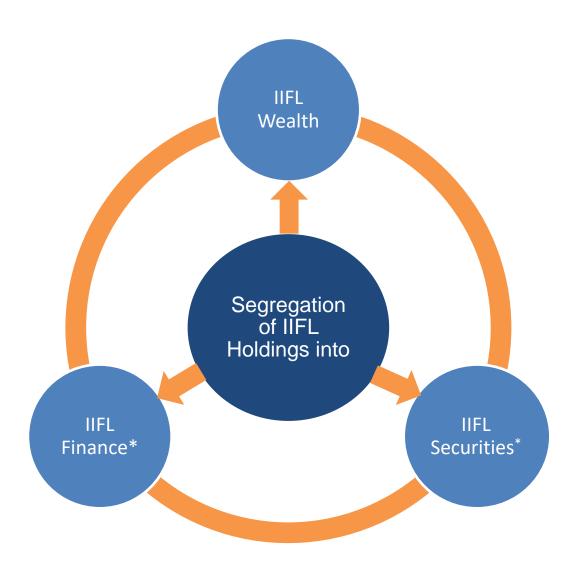
Three different businesses under one umbrella



| | Loans and Mortgages | Wealth and Asset Management | Capital Market/ Others |
|-----------------------------|--|--|---|
| Customer Segment | Retail | HNI/ Family Office | Institutional, Retail & Corporate |
| Geographical Locations | 1,242 branches pan India | 23 offices across 9 countries | 1,193 locations pan India |
| Channels | Retail branches / Online / Mobile / DSA | In house dedicated distribution team for Wealth / Key distributors for AMC | Branches/ Franchisees / Online / Mobile |
| Key Product Segments | Home, Gold, Property, Commercial Vehicles, SME and MFI | Distribution of financial products, asset management, investment advisory | Retail & institutional broking, investment banking; distribution of MFs and Insurance |
| Success Factors | Branch network; Retail focus; Digital delivery; Superior risk management | Employee ownership; High-touch delivery; Product innovation | Digital delivery; Cutting edge technology; Strong research and relationships; Wide distribution |
| Private Equity Investors | CDC Group Plc | General Atlantic | - |

Reorganization will create three listed entities engaged in three distinct businesses





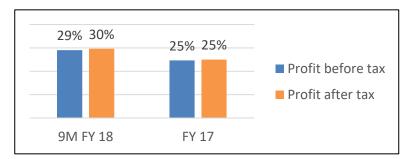
Key financials of three businesses



Loans and mortgages

| Rs. in Crs | 9M FY18 | Y-o-Y | FY 17 | Y-o-Y |
|-------------------|---------|-------|---------|-------|
| Total income | 2,819.8 | 22% | 3,165.1 | 14% |
| Total expenditure | 2,220.1 | 20% | 2,515.9 | 12% |
| Profit before tax | 599.7 | 29% | 649.2 | 25% |
| Profit after tax | 394.1 | 30% | 423.2 | 25% |
| Net worth | 3,861.0 | 10% | 3,545.0 | 44% |
| ROE | 14.4% | | 15.2% | |

Year on year growth



Wealth management

| Rs. in Crs | 9M FY18 | Y-o-Y | FY 17 | Y-o-Y |
|-------------------|---------|-------|---------|-------|
| Total income | 1,307.0 | 83% | 1,082.2 | 83% |
| Total expenditure | 936.1 | 102% | 719.2 | 98% |
| Profit before tax | 370.9 | 48% | 363.0 | 60% |
| Profit after tax | 282.1 | 61% | 250.5 | 48% |
| Net worth | 1,786.0 | 30% | 1,524.0 | 24% |
| ROE | 22.7% | | 17.9% | |

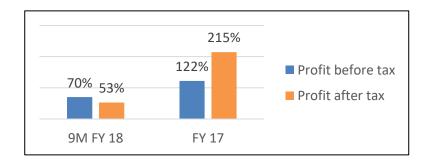
Year on year growth



Capital markets

| Rs. in Crs | 9M FY18 | Y-o-Y | FY 17 | Y-o-Y |
|-------------------|---------|-------|-------|-------|
| Total income | 615.3 | 25% | 677.6 | 12% |
| Total expenditure | 366.8 | 6% | 465.7 | (9%) |
| Profit before tax | 248.6 | 70% | 211.9 | 122% |
| Profit after tax | 167.9 | 53% | 148.6 | 215% |
| Net worth | 575.1 | 2% | 468.5 | 27% |
| ROE | 40.3% | | 35.4% | |

Year on year growth



Rationale for reorganization



Strategic consideration

Operational excellence

Investor perspective

- Each business has achieved critical mass, is now capable of functioning independently
- Allows each business to
 - create a strong and distinct business platform and brand
 - focus on their own business and achieve higher growth
- Potential opportunities to partner with strategic global player
- Greater flexibility to allot ESOPs to employees within their own businesses
- Regulatory compliance becomes simpler and avoids multiplicity of regulators

Rationale for reorganization



Strategic consideration

Operational excellence

Investor perspective

- Management of each of the companies to pursue independent growth strategies in different regional and overseas markets
- Focus and flexibility to respond to fast changing technology and business environment
- > Ability to attract and retain high quality management team with specialised skills
- Effective risk management ability to isolate potential risk of one business from the other
- Customized infrastructure and processes

Rationale for reorganization



Strategic consideration

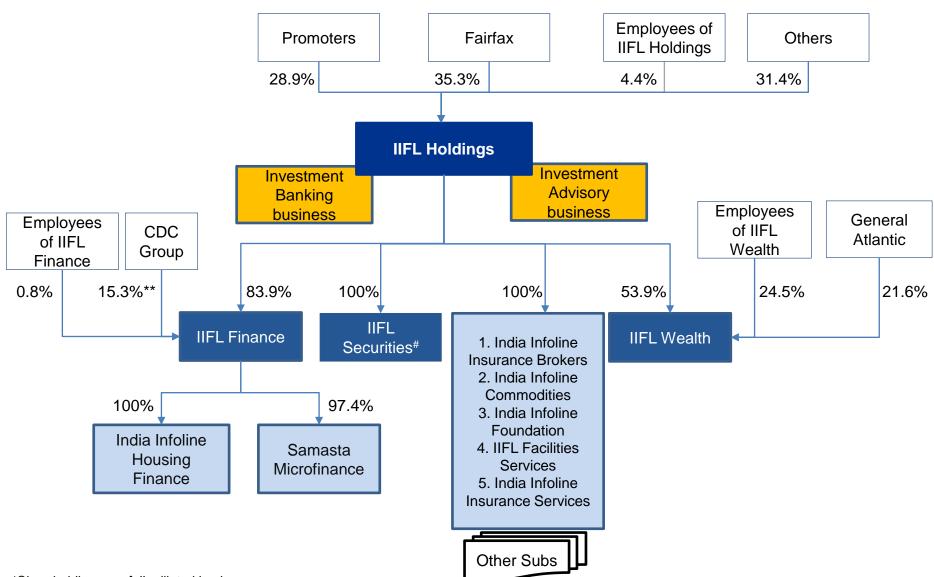
Operational excellence

Investor perspective

- Offer future and current investors a path to liquidity as well as price discovery for their investments
- Greater flexibility to raise capital in specific businesses as required
- Ability to attract investors who are interested in specific businesses which best suit their investment strategies and risk profiles

Existing shareholding structure*





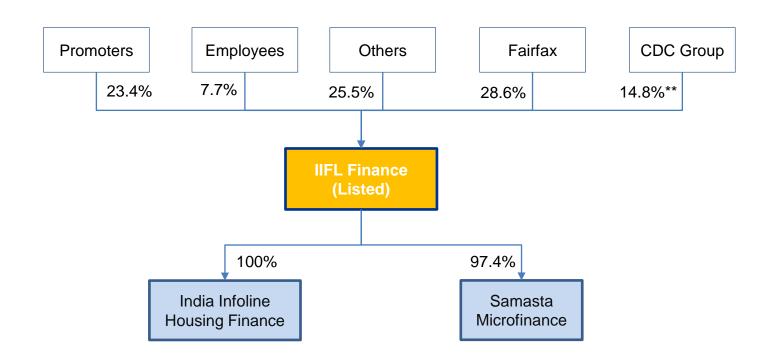
^{*}Shareholding on a fully diluted basis

^{**}Shareholding of CDC to become 14.8% over a period of time as and when ESOP options are vested and exercised

[#]India Infoline Limited to be renamed as IIFL Securities Ltd

IIFL Finance – Proposed Shareholding Structure*



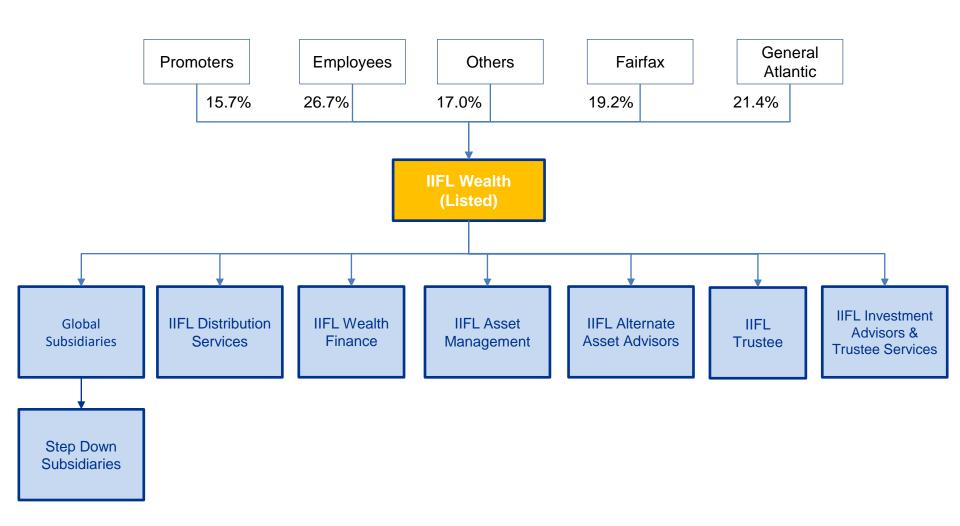


^{*} Shareholding on fully diluted basis

^{**}Shareholding of CDC to remain 15.3% immediately after merger and it would become 14.8% over a period of time as and when ESOP options are vested and exercised

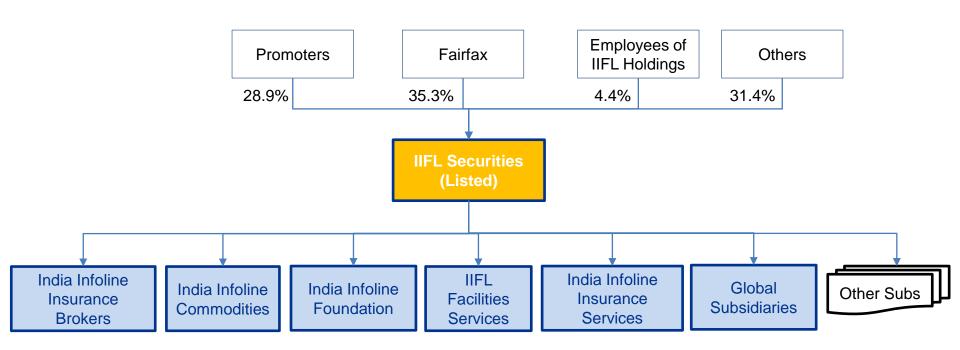
IIFL Wealth – Proposed Shareholding Structure*





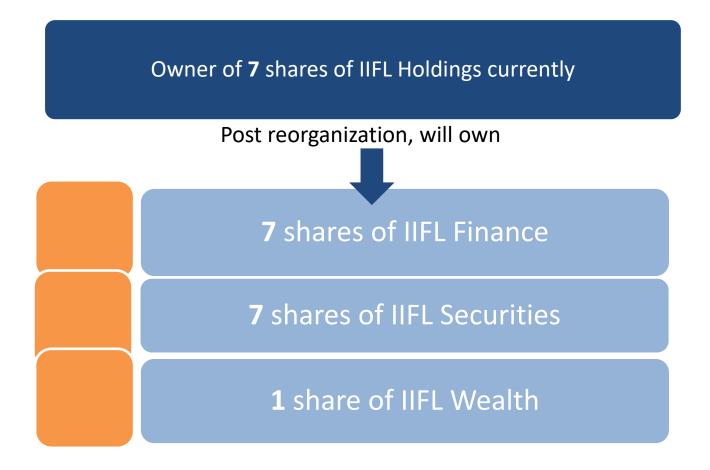
IIFL Securities – Proposed Shareholding Structure*





Share entitlement ratios for reorganization





Broad steps for Reorganization



| S. No | Particulars Particulars Particulars Particulars |
|-------|---|
| 1 | Board meeting of respective company approving the composite scheme of arrangement |
| 2 | Filing of draft scheme for approval of SEBI / stock exchanges |
| 3 | Filing of company application with NCLT |
| 4 | Application / intimation to applicable sector regulators for proposed reorganisation e.g. SEBI, RBI, etc. |
| 5 | Meetings of shareholders and/or creditors, as may be applicable |
| 6 | Approval from Regional Director, Registrar of Companies and Official Liquidator to the Scheme |
| 7 | Final approval of NCLT to the Scheme |
| 8 | Approvals from all regulatory authorities |
| 9 | Record date and issuance of shares by the respective company |
| 10 | Listing of shares of IIFL Securities and IIFL Wealth on the stock exchanges and listing of shares issued by IIFL Holdings to shareholders of IIFL Finance |

Proposed reorganisation is likely to be completed in 10-12 months





| Advisor | Name of Organization |
|------------------------------|---|
| Legal Advisor | Khaitan & Co. |
| Tax Advisor | KPMG |
| Independent Valuers | Grant Thornton (Walker Chandiok & Co LLP) |
| Independent Fairness Opinion | ICICI Securities Ltd |
| Structuring Advisor | PWC |



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IIFL - India's leading integrated financial services group



IIFL Holdings Ltd

(Listed co. | Bloomberg Code: IIFL IN)

Three key operating businesses - Multiple subsidiaries to comply with all applicable regulators

Loans and Mortgages

Loan AUM

₹27,288 Cr retail focused diversified loan assets

Products

Home, LAP, Gold, Commercial Vehicle, SME and Micro Finance loans

Financials Q3FY18

Income ₹499Cr Profit after tax ₹146 Cr

Minority Shareholders*

CDC Group plc - 15.4%

Wealth and Asset Management

Wealth Assets

₹1,28,175 Cr from 10,000+ high networth families

Products

Family office, AIFs, advisory and distribution services

Financials Q3FY18

Income ₹283Cr Profit after tax ₹100 Cr

Minority Shareholders

General Atlantic - 22.9% Employees - 20.0%

Capital Market/ Others

Customers and network

40 lakh customers serviced from 1,200+ locations

Products

Retail and institutional broking, investment banking

Financials Q3FY18

Income ₹206 Cr Profit after tax ₹55 Cr

Minority Shareholders

Nil

Notes – (i) Income is net of interest expense (ii) Profit is pre-minority (iii) Loan/Wealth assets as at December 31, 2017.

Consistent Vision and Values since inception for the foundation of corporate culture



Vision

"To become the Most Respected Company in the financial services space"

Vision 2020^{*}

Doubling

Revenue 2x Net profit 2.5x over FY16-FY20



Durability

Reducing volatility and cyclicality of earnings in all businesses



De-risking

Diversifying revenue sources with focus on financial services

Values

Fairness

Fairness in our transactions with all stakeholders including employees, customers, and vendors, bereft of fear or favour

Integrity

Integrity and honesty of the utmost nature, in letter, in spirit, and in all our dealings with people, internal or external

Transparency

Transparency in all our dealings with stakeholders, media, investors, and the public at large

^{*}The information is based on management's internal goals and is subject to change without notice. The actual performance can be materially different.

Distinguished Board of Directors and Advisory Board



IIFL Holdings – Board of Directors



Nirmal Jain, Executive Chairman

- MBA from IIM Ahmedabad, rank-holder CA and Cost Accountant
- Founded and led IIFL since 1995



R Venkataraman, Managing Director

- MBA from IIM Bangalore, B-Tech from IIT Kharagpur
- Co-promoted IIFL in 1999



Nilesh Vikamsey, Independent Director

- Senior Partner at Khimji Kunverji & Co
- President of The Institute of Chartered Accountants of India



A K Purwar, Independent Director

· Former Chairman, State Bank of India



C Ratnaswami, Non-Executive Director

• MD of Hamblin Watsa, subsidiary of Fairfax



S Narayan, Independent Director

 Former finance secretary, former economic advisor to Prime Minister



Kranti Sinha, Independent Director

• Former CEO of LIC Housing Finance



Geeta Mathur, Independent Director

CFO of Helpage India

IIFL Group's Advisory Board



Ashok Jha

• Former Finance Secretary, Government of India



Keki Dadiseth

• Former Director, Unilever Plc.



Keki Mistry

Vice Chairman and Chief Executive Officer of HDFC



S Sundaresan

• An eminent Corporate Lawyer



Sat Pal Khattar

• Singapore based eminent Lawyer and Investor



S Venkatachalam

• Non Executive Chairman, Oracle Financial Services

NBFC



V. K. Chopra

- Chairman, India Infoline Finance Ltd
- Former Whole-Time Member, SEBI



S. Sridhar

- Chairman, India Infoline Housing Finance Ltd
- Former Chairman, NHB

Management team with rich domain experience and ownership

Chairman

Nirmal Jain

Managing Director R. Venkataraman

Housing Finance

Wealth Management

Offshore Asset Management

Institutional Equities

Investment Banking

PMS & Retail Broking

Realty Services

Finance

Compliance

Company Secretary

Strategy

Technology

Monu Ratra

Karan Bhagat

Amit Shah

H. Nemkumar

Nipun Goel

Arindam Chanda

Balaji Raghavan

Prabodh Agrawal

R. Mohan

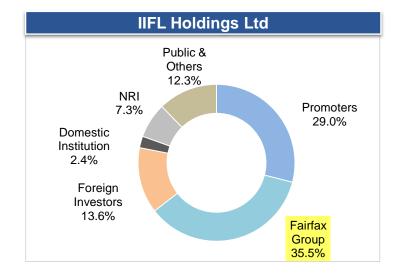
Gajendra Thakur

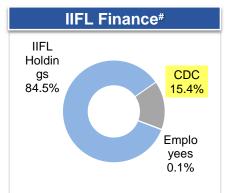
Aniruddha Dange

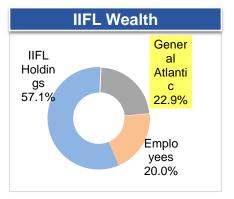
Subhash Kelkar

Marquee Investors









Notes: Shareholding pattern as at December 31, 2017. #Upon conversion of CDC's investment in India Infoline Finance Ltd on a fully diluted basis

IIFL's brand and credibility are substantiated by widespread recognition and multiple awards



IIFL ranked #241 in Fortune 500 –India List

IIFL JUMPS 42 POSITIONS TO RANK 241 IN FORTUNE INDIA 500 LIST

THE LISTS INDIA'S LARGEST CORPORATIONS

241 IIFL HOLDINGS Moved up 42 ranks, with a 24.3% increase in revenue. Its profit increased by 34.2%.



NHB

Recognizes IIFL Housing Finance amongst Best Performing Primary Lending Institutions under CLSS for EWS/LIG



Data Center Summit & Awards Data Centre Innovation



Certified by 'Great Place to Work Institute'



CMO Asia Best Housing Finance Company





ICAI Awards

IIFL team won top awards in the categories 'The CA Entrepreneur Leader', The CA Distinguished Achiever - Capital Market Sector' and 'The CA Corporate Contributor - BFSI Sector'







Corporate Social Responsibility

Quarter ended December 2017



Project Saksham

A community Financial Literacy Project. 277 awareness programs conducted in the third guarter with positive impacts on various groups







No. of new bank accounts opened: No. of PMJDY accounts opened

No of Women seeded Aadhaar with their bank account

Women enrolled for PM Jeevan Jyoti Bima Yojana No of women opened SSY accounts

Women enrolled for PM Suraksha Bima Yojana

No. of women got RSBY accounts

265

2176

2186

1265

216

3869

6523

Sakhiyon ki Baadi

An initiative undertaken in rural, remote areas of Rajasthan, to promote education of out-of-school and illiterate girls

> 12 **Districts**

994 Community **Schools**

30.977 **Beneficiaries**





Eka Initiative

Under the Eka initiative, IIFL Foundation has started building independent Asian and Global ranking junior properties across three sports namely Chess, Golf and Tennis





Disclaimer



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