

IIFL WEALTH FINANCE LIMITED
ANNUAL REPORT 2017-18

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Himanshu Jain, Whole-time Director and Chief Executive Officer

Mr. Yatin Shah, Non-Executive Director

Mr. Shantanu Rastogi, Non-Executive Director

Dr. S. Narayan, Independent Director

Mr. P. Vijaya Bhaskar, Independent Director

Ms. Deepali Nair, Non-Executive Director

CHIEF FINANCIAL OFFICER

Mr. Mihir Nanavati

COMPANY SECRETARY

Mr. Manoj Gujran

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells LLP

REGISTERED OFFICE ADDRESS

6th Floor, IIFL Centre, Kamala City,
Senapati Bapat Marg, Lower Parel,
Mumbai (MH) - 400013

BANKERS

ICICI Bank Limited, HDFC Bank Limited, IndusInd Bank Ltd.

CORPORATE IDENTIFICATION NUMBER

U65990MH1994PLC080646



DIRECTORS' REPORT

To
The Members
IIFL Wealth Finance Limited
(Formerly: Chephis Capital Markets Limited)

Your Directors have pleasure in presenting the **Twenty Fourth Annual Report** on the business, operation and state of affairs of IIFL Wealth Finance Limited ("**the Company**") together with the Audited Financial Statements for the year ended March 31, 2018.

1. Background:

IIFL Wealth Finance Limited is a wholly owned subsidiary of IIFL Wealth Management Limited and a step down subsidiary of IIFL Holdings Limited and is registered with Reserve Bank of India as Systematically Important Non-Banking Financial Company not accepting public deposits (NBFC-ND-SI).

2. Financial Results - The highlights of the standalone financial results for the year under review are as under:

Particulars	2017-2018 (INR in million)	2016-2017 (INR in million)
Gross Total Income	7,829.77	4,614.72
Less: Expenditure	5,761.63	3,039.86
Profit / (Loss) Before Taxation	2,068.14	1,574.86
Less: Taxation - Current	515.00	652.30
- Deferred	(7.06)	(81.30)
- Short or Excess Provision of Income Tax	-	-
Net Profit / (Loss) After Tax	1,560.20	1,003.86

3. Review of Business and Operations:

During the year under review, the total income of the Company increased to INR 7,829.77 million as compared to INR 4,614.72 million in the previous year and the net profit after tax increased to INR 1,560.20 million as compared to INR 1,003.86 million in the previous year. Major highlights of the business and operations are as under:

- Loan book grew to INR 67,011.05 million as of March 31, 2018 as against INR 36,163.79 in the previous year;
- Capital Markets contributed to approx. 74 % of loan book;

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- Gross and Net NPAs (Non-performing assets) were NIL;
- Provision coverage on loans (including for standard assets) was 0.40% as at FY18 end.
- Company's income significantly increased by 69.67 % to INR 7,829.77 million and profit after tax increased by 55.39 % to INR 1560.2 million during the year under review.

4. Macroeconomic and Industry Overview:

Macroeconomic Overview -

Economic Growth – Slow and steady recovery

During a year in which demonetization effects receded, but GST impact followed due to some initial confusion in adoption across sectors, it can be said that the Indian economy extended the recovery hypothesis in 3Q FY18 growing at 7.2% yoy compared to 6.5% yoy in Q2FY18. Rebound in industrial production and manufacturing activity indicates the economy is learning to cope with the revised tax regime. Momentum was also visible in construction, hospitality and financials services. RBI estimates project that FY18 GDP will expand by 6.6% and for FY19 at 7.4% helped by narrowing output gap and revival in investment activity.

Headline core inflation highest in nearly four years:

Core inflation continues to be under pressure and has been edging up since the last few months. Headline core inflation has now accelerated to 5.8% YoY in April 2018, reversing the trend of Feb and March 2018. This is the highest reading in the last 44 months and is only modestly below the MPC target range of 2-6%. The headline core inflation has jumped by more than 200bps, from 3.9% YoY in June 2017. Some of this rise has been due to rising prices of retail fuel, precious metals and the HRA component. However, even excluding these three components, core inflation has been rising and is now at 4.8% in April 2018, compared with 3.6% YoY in June 2017. This acceleration in core inflation has been broad based and most categories such as education, household goods & services, health etc. have seen acceleration in inflation over the last few months.

Rural Economy – Road to revival

Given the fading impact of demonetization, rural economy seems to be getting back on its feet considering consumption data over H2 FY18. Further, due to general elections within next one year, Central Government is taking steps to lift farm prices, rural income, and welfare with the Union Budget FY19 spanning MSP hikes, higher fund allocation to SC/ST and healthcare insurance for 100M families. Moreover, several state governments have already announced farm loan waivers. Projections of a normal monsoon in 2018 accompanied by MSP hike, will certainly incentivize agricultural output. Rural wage growth and disposable

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incomes will likely increase in FY19. Consistent rise in indicators of higher rural spending power (e.g. 2W and FMCG sales to rural), increasing fertilizer prices etc., all point towards road to revival in rural India.

RBI Prudent on repo rate stance

The central bank waited and assessed the transient effects of demonetization before chalking out interest rate trajectory. After 25 bps reduction in the policy repo rate under the liquidity adjustment facility (LAF) from 6.25% to 6.00% in June 2017 MPC meeting, the stance has been to retain the repo rate at 6.00% throughout FY18 with an eye towards inflation. Stance has varied between neutral and accommodative based on most recently available inflation data for each MPC bi-monthly meeting. Given the state of the world economy, pressure on inflation and increasing yield on government securities, remains to be seen whether RBI stance will remain.

Industry Overview -

The NBFC sector in India has undergone a significant transformation over the past few years. It has come to be recognized as one of the systemically important components of the financial system. NBFCs play a critical role in the core development of infrastructure, employment generation, wealth creation opportunities and financial support for economically weaker sections. According to CRISIL, NBFCs will account for 19% of the country's total credit by 2020, compared with 15% in FY2015-16. The increase in share is expected to be at the cost of public sector banks, whose share is estimated to consistently fall to between 56 to 59% considering various macroeconomic surveys (against 64.5% in FY15).

As per the RBI Financial Stability Report, the aggregated balance sheet of the NBFC sector The aggregate balance sheet size of the NBFC sector expanded by 14.5 % during FY17 as compared to 15.5% during FY16. GNPA's of the NBFC sector as a percentage of total advances declined from 4.9 % to 4.4% between September 2016 and March 2017 NBFCs, on a whole, remain well capitalized (capital adequacy ratio of ~22%) and robust maintaining asset quality levels to capture rising credit demand. The continued slowdown in bank credit growth has benefitted NBFC to achieve superior credit growth with deeper penetration in rural areas and prudent risk management.

With their strategic presence in lending segments as well as geographies, NBFCs have carved out a niche for themselves to effectively compete with banks. NBFCs predominantly offered construction equipment finance but they are slowly gaining market share in housing, loan against property (LAP), microfinance and in emerging segments such as small and medium enterprise (SME) finance and digital finance.

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5. Dividend:

With a view to conserve resources, your Directors regret their inability to recommend any dividend for the FY 2017-18.

6. Transfer to Reserves:

During the FY 2017-18, the Company has transferred an amount of Rs. 312.04 million to Special Reserve in accordance with Section 45IC of the Reserve Bank of India Act, 1934.

7. Capital Adequacy:

During the year under review, the capital adequacy ratio was well above the regulatory requirement of 21.92 % comprising of Tier I capital ratio of 17.02 % and Tier II capital ratio of 4.90 %.

8. Subsidiary/ Joint Ventures/ Associates:

The Company does not have any subsidiaries/ joint ventures/ associates.

9. Share Capital:

During the year under review, the total authorised share capital of the Company stood at INR 300,00,00,000/- and the total issued, subscribed and paid up capital of the Company stood at INR 262,44,97,330/-.

10. Deposits:

During the year under review, your Company has not accepted/ renewed any deposit within the meaning of Section 73 of the Companies Act, 2013 read with applicable rules thereto.

11. Directors and Key Managerial Personnel:

a. Directors:

The Board consists of Six Directors namely:

- 1) Mr. Yatin Shah – Appointed w.e.f. October 04, 2016.
- 2) Mr. Himanshu Jain – Appointed w.e.f. July 26, 2016.
- 3) Mr. Shantanu Rastogi – Appointed w.e.f. July 26, 2016.
- 4) Mr. P. Vijaya Bhaskar – Appointed w.e.f. December 23, 2016.
- 5) Mr. S. Narayan – Appointed w.e.f. March 31, 2017.
- 6) Ms. Deepali Nair – Appointed w.e.f. March 31, 2017.

During the period under review, Mr. Umang Papneja resigned as Director of the Company effective from November 01, 2017.

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In terms of provisions of the Companies Act, 2013 and in terms of applicable provisions of the Articles of Association of the Company, Mr. Shantanu Rastogi, Director of your Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

i. **Meetings of the Board of Directors -**

The Board met 6 times during the financial year 2017-18 to discuss various agendas and also approved various matters including financials, appointment of auditor, and other board businesses.

ii. **Committees of the Board -**

In accordance with the Companies Act, 2013 and the Reserve Bank of India guidelines, the Board has constituted following Committees as per the applicable provision of Companies Act, 2013 and the guidelines prescribed by the Reserve Bank of India.

- (i) Audit Committee.
- (ii) Nomination and Remuneration Committee.
- (iii) Corporate Social Responsibility Committee.
- (iv) Risk Management Committee.
- (v) Asset Liability Management Committee.
- (vi) Finance Committee.
- (vii) Debenture Allotment Committee.
- (viii) Internal Complaint Committee
- (ix) AML Committee
- (x) IT Strategy Committee
- (xi) IT Steering Committee

(i) **Audit Committee:**

The Audit Committee constituted on January 24, 2017 comprises of Mr. P. Vijaya Bhaskar, Mr. S. Narayan (appointed w.e.f. March 31, 2017) and Mr. Shantanu Rastogi. The role, terms of reference and powers of the Audit Committee are in conformity with the requirements of the Companies Act 2013, the Reserve Bank of India & internal policies. The Committee met four times during the year under review and discussed on financials, audit issues and appointment of auditors. During the period under review, all the recommendations of the Audit Committee were accepted by the Board of Directors of the Company.

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The terms of reference of audit committee, inter alia, includes;

- a. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b. review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c. examination of the financial statement and the auditors' report thereon;
- d. approval or any subsequent modification of transactions of the company with related parties:

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed;

- e. scrutiny of inter-corporate loans and investments;
- f. valuation of undertakings or assets of the company, wherever it is necessary;
- g. evaluation of internal financial controls and risk management systems;
- h. Monitoring the end use of funds raised through public offers and related matters.

(ii) Nomination And Remuneration Committee:

The Nomination and Remuneration Committee constituted on June 16, 2016 comprises of Mr. P. Vijaya Bhaskar, Mr. S. Narayan (appointed w.e.f. March 31, 2017), Mr. Shantanu Rastogi and Mr. Yatin Shah. As per the provisions of Section 178 of the Companies Act, 2013, the Committee has in place a nomination and remuneration policy and the said policy is available for inspection. The same is annexed as an **Annexure I** to this Report.

(iii) Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee ("CSR Committee") constituted on June 16, 2016 comprises of Mr. P. Vijaya Bhaskar, Independent Director, Mr. Himanshu Jain, Whole time Director and Mrs. Deepali Nair, Non-Executive Director. The CSR Committee has approved and adopted a CSR Policy of the Company. IIFL group has set-up India Infoline Foundation (referred as "IIFL Foundation") a Section 8 Company under the Companies Act, 2013, which acts as the principal arm to undertake CSR initiatives on behalf of the IIFL Group. The details about the policy developed and implemented on Corporate Social Responsibility initiatives taken during the year under review is attached as **Annexure II**.

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(iv) Risk Management Committee:

The Risk Management Committee constituted on April 2, 2016 comprises of Mr. P. Vijaya Bhaskar, Independent Director, Mr. Himanshu Jain, Whole time Director & CEO, Mr. Shantanu Rastogi, Non-Executive Director, Mr. R. Mohan, Chief Compliance Officer-IIFL Group, Mr. Niraj Murarka, COO and Mr. Raghuvir Mukherji, Chief Risk Officer.

(v) Asset Liability Management Committee (ALCO):

The ALCO constituted on April 2, 2016 comprises of Mr. P. Vijaya Bhaskar, Independent Director, Mr. Himanshu Jain, Whole time Director & CEO, Mr. Niraj Murarka, COO, Mr. Mihir Nanavati, CFO and Mr. Pankaj Fitkariwala, President-Operations.

(vi) Finance Committee:

The Finance Committee constituted on May 5, 2016 comprises of Mr. Himanshu Jain, Non-Executive Director, Mr. Umang Papneja, Non-executive Director, Mr. Niraj Murarka, COO and Mr. Mihir Nanavati, CFO. Members may please note, on January 30, 2018, the Board re-constituted the Finance Committee by appointing Mr. Himanshu Jain in place of Mr. Umang Papneja as the member of the Company.

(vii) Debenture Allotment Committee:

The Debenture Allotment Committee constituted on May 5, 2016 comprises of Mr. Umang Papneja, Non-executive Director, Mr. Niraj Murarka, COO and Mr. Mihir Nanavati, CFO. Members may please note, on January 30, 2018, the Board re-constituted the Finance Committee by appointing Mr. Himanshu Jain in place of Mr. Umang Papneja as the member of the Company.

(viii) AML Committee:

The AML Allotment Committee constituted on October 30, 2017 comprises of Mr. Himanshu Jain, WTD and CEO, Mr. Niraj Murarka, Chief Operating Officer, Mr. Rakesh Chandnani, SVP-Operations, Mr. Raghuvir Mukherji, Chief Risk Officer, Mr. Manoj Gujran, Company Secretary and Compliance Officer.

(ix) IT Strategy Committee

The IT Strategy Committee constituted on January 30, 2018 comprises of Dr. S. Narayan, Independent Director, Mr. Pankaj Fitkariwala, Senior Managing Partner, Mr. Abhishek Chandra, Chief Information Officer, Mr. Raghuvir Mukherji, Chief Risk Officer.

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(x) **IT Steering Committee**

The IT Strategy Committee constituted on January 30, 2018 comprises of Mr. Himanshu Jain, Mr. Pankaj Fitkariwala, Mr. Himanshu Bhagat, Mr. Abhishek Chandra, Mr. Raghuvir Mukherji, Mr. Niraj Murarka, Mr. Mihir Nanavati, Mr. Manoj Gujara, Mr. Ramaswamy Sunka, Mr. Ganesh Iyer.

iii. **Annual Evaluation of the Board -**

Pursuant to the provisions of the Companies Act, 2013, the Nomination and Remuneration Committee has carried out evaluation of every directors' performance and subsequently the Board has carried out the annual performance evaluation of its own performance, committees and the Directors individually including the independent Directors.

iv. **Declaration by Independent Directors -**

The Company has received declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act 2013.

12. Managerial Remuneration:

During the year under review, the employees were drawing remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the details of the same will be made available if a written request is received from the shareholders. Further, if the request is received prior to the date of Annual General Meeting the details will be made available within 3 days and if the request is received post the date of Annual General Meeting then such particulars will be made available within 7 days. The details of remuneration are annexed as **Annexure III**.

13. Employee Stock Option/ Purchase Scheme:

The Company does not have an employee stock option / stock purchase scheme.

14. Risk Management Policy:

Your Company has a Board approved Risk Management Policy which has laid down a framework for identifying, assessing, measuring various elements of risk involved in the business and formulation of procedures and systems for mitigating such risks. Risk Management Committee of the Board of Directors of your Company constituted in accordance with the Reserve Bank of India guidelines has overall responsibility for overseeing the Risk Management activities of the Company, approving measurement

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methodologies and appropriate risk management procedures across the organization. Risk Management Department periodically places its report on risk management to the Risk Management and Audit Committee of the Board of Directors.

15. Internal Financial Control:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Board of Directors of the Company.

The Company has in place adequate internal controls with reference to financial statements and operations and the same are operating effectively. The Statutory Auditors verified the systems and processes and confirmed that the Internal Financial Controls system over financial reporting are adequate and such controls are operating effectively.

16. Credit Rating:

The Non-convertible Debentures of the Company enjoys the rating of [ICRA] AA (stable outlook) by ICRA Limited. The Equity Linked Non-convertible Debentures of the Company has the rating of PP MLD (ICRA) AA (Stable Outlook). Further, the Commercial Paper of the Company has the highest rating of ICRA A1+.

Strong Credit Ratings by leading Rating Agencies reflect the Company's prudence and discipline.

17. Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure - IV**.

18. Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the going concern status of the Company:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

19. Material changes and commitments affecting the financial position of the Company:

During the period under review, the following are the material changes and commitments affecting the financial position of the Company:

- 1) IIFL Wealth Management Limited, Holding Company has at its Board Meeting held on January 31, 2018 has approved the Draft Composite Scheme of Arrangement.

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- 2) The Company issued redeemable non-convertible debentures amounting to INR 1346.09 Crores outstanding as on March 31, 2018.
- 3) The Company issued Commercial Paper amounting to INR 4235 Crores outstanding as on March 31, 2018.

20. Auditors:

At the Annual General Meeting held on July 26, 2016, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2021. In terms of the provision of Section 139 of the Companies Act, 2013, the appointment of the said auditors shall be placed for ratification at every Annual General Meeting. Accordingly the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company, will be placed for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

21. Comments on auditors' report:

There are no qualifications, reservations or observations by the Statutory Auditors in their report for the Financial Year ended March 31, 2018.

22. Secretarial Audit:

During the year under review, the Secretarial Audit was conducted by M/s. J.U. Poojari & Associates, Practicing Company Secretaries, in accordance with the provisions of section 204 of the Companies Act, 2013. The report of the Secretarial Audit is annexed herewith as **Annexure - V**. There are no qualifications, reservations or observations in the Secretarial Audit report. Your directors have to state that the Company has been compliant of all applicable provisions of the Act in the FY 2017-18.

23. Particulars of loans, guarantees or investments under section 186:

The details of loans, guarantees or investments made are provided in the Financial Statement (Please refer Note No. 14 and 16).

24. Particulars of contracts or arrangements with related parties:

All related party transactions that were entered during the financial year were in ordinary course of the business of the Company and were at arm's length. No contract/ arrangement have been entered by the Company with its promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interest of the Company. Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC-2 is not applicable to the Company.

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The transactions with related party are disclosed by way of notes to accounts vide note no. 36 in the financial results of the Company for the financial year ended March 31, 2018.

Justification for entering into Related Party Transactions:

The Company usually enters into Related Party Transaction to ensure timely availability of products / services required.

25. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information on energy conservation, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given hereunder:

Conservation of energy:

The Company is engaged in providing financial services and as such its operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. Several environment friendly measures were adopted by the Company such as:

- Installation of capacitors to save power,
- Installed Thin Film Transistor (TFT) monitors that saves power,
- Light Emitting Diode (LED) lights,
- Automatic power shutdown of idle monitors,
- Creating environmental awareness by way of distributing the information in electronic form,
- Minimising air-conditioning usage,
- Shutting off all the lights when not in use, and
- Education and awareness programs for employees.

The management frequently puts circulars on corporate intranet, IWIN for the employees educating them on ways and means to conserve the electricity and other natural resources and ensures strict compliance of the same.

Technology absorption and innovation:

The management understands the importance of technology in the business segments it operates and lays utmost emphasis on system development and use of best technology available in the industry. The management keeps itself abreast of technological advancements in the industry and ensures continued and sustained efforts towards absorption of technology, adaptation as well as development of the same to meet the business needs and objectives.

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The management invested considerable resources in deploying the latest technologies in the areas of wide area networking using MPLS, video communications, VoIP, automated dialers and other customer relationship management (CRM) tools and software. The Company also made significant strides in using cloud technology for customer-facing servers providing rapid and inexpensive ramp-up or down of capacity in line with business requirements.

The management is aware of increasing threats in the Information Security domain and has taken several steps to ensure that the Company is safe guarded against hacking attacks, data leakage and security breaches. IT and certain business processes have been recertified for ISO 27001 systems for practicing industry standard security implementations and processes. The management has invested resources in implementing controls and continuously monitoring violations, if any.

Foreign exchange earnings/outgo:

- a) The Foreign exchange earnings: NIL
- b) The Foreign exchange expenditure: NIL

Research and Development (R & D): The Company is engaged in distribution of various financing activities such as capital market financing, loan against securities, IPO, etc., which entails internal research of debt financing, investment products, sectors and markets.

26. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013:

The Company is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to promote a work environment that is conducive to the professional growth of its women employees and encourages equality of opportunity. The Company will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that its women employees are not subjected to any form of harassment.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

27. Disclosures on Establishment of Vigil Mechanism:

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns which are reported to Chairman of the Audit Committee and the Vigil Mechanism policy is available on website of the company www.iiflwealthfinance.com.

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Further, during the year under review no case of frauds were reported by any of the person of the Company.

28. Frauds

The Auditors of the Company have not reported any Frauds under Section 143(12) of the Companies Act, 2013.

29. Directors Responsibility Statement:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

The Directors further confirm that, they have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

30. Corporate Governance:

The Company has fully complied with the Corporate Governance Guidelines for NBFCs issued by Reserve Bank of India vide circular no. DNBR (PD) CC.No.053/03.10.119/2015-16 dated July 01, 2015. In accordance with the said Corporate Governance Guidelines, the Company has constituted various committees and ensures best corporate practices to increase the investors and other stakeholders confidence. The Company has complied with all the norms prescribed by the Reserve Bank of India (RBI) including the Fair Practices Code, Anti Money Laundering and Know Your Customer (KYC) guidelines besides other guidelines, as applicable.

IIFL WEALTH FINANCE LIMITED
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Tel: (91-22) 3958 5600 | Fax: (91-22) 4646 4706

(An IIFL Group Company)
www.iiflwealthfinance.com

CIN: U65990MH1994PLC080646



A summary of the Corporate Governance measures adopted by the Company are given below:

- a) The Company recognizes its role as a corporate citizen and endeavours to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, Government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting the best practices.
- b) The Company believes that good Corporate Governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to Company's goal of maximizing value for all its stakeholders.

The Board of Directors along with its Committees provides leadership and guidance to the Company's Management and directs, supervises and controls the activities of the Company. The size of the Board is commensurate with the size and business of the Company. At present, the Board comprises of six directors, viz., Mr. Yatin Shah, Mr. Himanshu Jain, Mr. Shantanu Rastogi, Mr. P. Vijaya Bhaskar, Mr. S. Narayan and Ms. Deepali Nair.

Responsibilities of the Board:

- i. The Board's key purpose is to ensure the Company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its shareholders and stakeholders.
- ii. The Board is primarily responsible for:
 - a. Establishing vision, mission & values and determining, reviewing the goals, policy of the Company from time to time;
 - b. Setting strategy and structure and deciding the means to implement and support them;
 - c. Delegating to management, Determining monitoring criteria to be used and ensuring effectiveness of internal controls;
 - d. Exercising accountability to shareholders and be responsible to relevant stakeholders; and
 - e. Management and control.

31. Regulatory Compliance:

The Company has complied with all the applicable guidelines prescribed by RBI for non-deposit taking systemically important NBFCs regarding accounting standards, prudential norms including income recognition, capital adequacy, guidelines of corporate governance, etc.

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32. Downstream Investment:

During the FY 2017-18, the Company has not made any downstream investments in terms Foreign Direct Investment Policy.

33. Green Initiative:

Section 136 of the Companies Act 2013 and the Rules framed there under allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. As a responsible corporate citizen, the Company proposes to effect electronic delivery of the Annual Report of the Company in lieu of the paper form to the Members who have registered their email IDs with the Depositories. A physical copy of the Annual Report will be sent to those Members who have not registered their email addresses with the Depositories for receiving electronic communication. A physical copy of this Annual Report can also be obtained free of cost by any member from the registered office of the Company on any working day during the business hours.

A copy of this Annual Report for FY 2017-18 is available on website of the Company, www.iiflwealthfinance.com

34. Acknowledgements:

Your Directors take this opportunity to thank Reserve Bank of India, financial institutions, banks, and all other stakeholders for their continued support and assistance during the period under review. Your Directors would also like to thank the employees for their dedication towards the growth of the Company.

35. Annexure(s) forming part of this Report of Directors:

The Annexure(s) referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report of the Directors:

- Nomination and Remuneration Policy of the Company as **Annexure I**.
- Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18 as **Annexure – II**.
- Annexure with respect to Details of Employees drawing Remuneration in accordance with Section 197 read with rules made thereunder as **Annexure III**.
- Form No. MGT-9 – Extract of Annual Return as on the financial year ended March 31, 2018 as **Annexure – IV**.
- Secretarial Audit Report for the financial year ended March 31, 2018 as **Annexure – V**.

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For and on behalf of the Board of Directors

A handwritten signature in black ink, appearing to read 'Himanshu Jain'.

Himanshu Jain
Whole-time Director & CEO
DIN: 02052409

A handwritten signature in black ink, appearing to read 'Yatin Shah'.

Yatin Shah
Director
DIN: 03231090

Date: May 3, 2018
Place: Mumbai

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ANNEXURE I

NOMINATION AND REMUNERATION POLICY

- I. **OBJECTIVE:** This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been approved by the Nomination and Remuneration Committee (the Committee) and Board of Directors.
- II. **DEFINITIONS:**
1. "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
 2. "Board" means Board of Directors of the Company.
 3. "Key Managerial Personnel" (KMP) means:
 - Managing Director, or Chief Executive Officer or Manager
 - Whole-time Director;
 - Chief Financial Officer;
 - Company Secretary; and such other officer as may be prescribed.
 4. "Research Analysts" shall have the same meaning as defined under the SEBI (Research Analysts) Regulation, 2014 as amended from time to time.
 5. "Senior Management" means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 / Listing agreement (wherever applicable) as may be amended from time to time shall have the meaning respectively assigned to them therein.

III. **ROLE OF COMMITTEE:**

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To recommend to the Board on policy on Remuneration payable to the Directors, Key Managerial Personnel, Senior Management and other employees.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.

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IV. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

1. Appointment Criteria and Qualifications:

a) A person being appointed as director, KMP or in senior management should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.

b) Independent Director:

(i) Qualifications of Independent Director:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

(ii) Positive attributes of Independent Directors:

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

2. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

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V. REMUNERATION:

A. Directors:

a. **Executive Directors (Managing Director, Manager or Whole Time Director):**

- (i) At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) within the overall limits prescribed under the Companies Act, 2013.
- (ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting as per the requirement of the Companies Act, 2013.
- (iii) The remuneration of the Manager/ CEO/ Managing Director/ Whole Time Director is broadly divided into fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. In determining the remuneration (including the fixed increment and performance bonus), the Committee shall consider the following:
 - the relationship of remuneration and performance benchmark;
 - balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - responsibility required to be shouldered , the industry benchmarks and the current trends;
 - the Company's performance vis-à-vis the annual budget achievement and individual performance.

b. **Non-Executive Director:**

- (i) The Non-Executive Independent Director may receive fees for attending meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- (ii) A Non-Executive Director may be paid commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee.
- (iii) The Committee may recommend to the Board, the payment of commission, to reinforce the principles of collective responsibility of the Board.
- (iv) In determining the quantum of commission payable to the Directors, the Committee shall make its recommendation after taking into consideration the

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overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.

- (v) The total commission payable to the Directors shall not exceed prescribed limits as specified under Companies Act, 2013.
- (vi) The commission shall be payable on prorata basis to those Directors who occupy office for part of the year.

B. KMP & Senior Managerial Personnel:

The remuneration to the KMP and Senior Management Personnel will be based on following guidelines:

- a. maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- b. compensation should be reasonable and sufficient to attract retain and motivate KMP and senior management;
- c. Remuneration payable should comprise of a fixed component and a performance linked variable based on the extent of achievement of individual performance vis-a-vis overall performance of the company;
- d. Remuneration shall be also considered in form of long term incentive plans for key employees, based on their contribution, position and length of service, in the nature of ESOPS/ESPS.

C. Research Analysts:

- (i) The compensation of all individuals employed as Research Analyst shall be reviewed, documented and approved at least annually by the Committee
- (ii) While approving the compensation of the Research Analysts, the Committee shall not consider:
 - a. Any specific merchant banking or investment banking or brokerage services transaction which might have happened because of the services of the Research Analyst; and
 - b. Any contribution made by the Research Analyst to the Company's investment banking or merchant banking or brokerage services business other than that of preparing and / or providing research reports.

VI. EVALUATION:

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The Committee shall also formulate and provide criteria for evaluation of Independent Directors and the Board as a whole, if applicable.

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VII. OTHER DETAILS:

Membership

The Committee shall consist of minimum 3 non-executive directors, majority of them being independent. The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company shall not be a Chairman of the Committee. The term of the Committee shall be continued unless terminated by the Board of Directors.

Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Secretary

The Company Secretary of the Company shall act as Secretary of the Committee. In absence of Company Secretary, the Committee may designate any other officials or any of the members of the Committee who shall act a Secretary of the Committee.

For and on behalf of the Board of Directors

Himanshu Jain
Whole-time Director & CEO
DIN: 02052409

Yatin Shah
Director
DIN: 03231090

Date: May 3, 2018

Place: Mumbai

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ANNEXURE – II

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

<p>1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.</p>	<p>The CSR Policy and projects of IIFL Wealth Finance Ltd. are steered by the same values that guide the business of the IIFL Group of Companies. It can be summarized in one acronym – GIFTS, which stands for:</p> <ul style="list-style-type: none"> • Growth • Integrity • Fairness • Transparency • Service Orientation <p>By applying these values to the CSR projects, IIFL Wealth Finance Limited undertakes initiatives that create sustainable growth and empowers underprivileged sections of society.</p> <p>The focus areas prioritized by IIFL Wealth Finance Limited in its CSR strategy are given below:</p> <ul style="list-style-type: none"> • Environment sustainability • Education • Health <p>The CSR Policy adopted by IIFL Group of companies is available on https://www.iifl.com/sites/default/files/pdf/IIFL_CSR_policy.pdf</p>
<p>2. The Composition of the CSR Committee</p>	<p>CSR Committee of the Company comprises of: (i) Mr. P. Vijaya Bhaskar, (ii) Mr. Himanshu Jain, and (iii) Mrs. Deepali Nair</p>
<p>3. Average net profit of the company for last three financial years</p>	<p>INR 53,78,24,891</p>
<p>4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)</p>	<p>INR 1,07,56,498/-</p>

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5. Details of CSR spent during the financial year	
a) Total amount to be spent for the financial year;	INR 1,07,56,498/-
b) Amount Spent; and	NR 1,07,57,000/-
c) Amount unspent, if any.	NIL

Manner in which expenditure has been depicted in the table given below:-

Sr. No	Projects/ Activities	Sector	Locations	Amount Outlay (Budget) Projects or Programs wise	Amount Spent on the Projects or programs	Cumulative Expenditure upto Reporting Period	Amount Spent : Direct or through Implementing Agency
1	Ensuring environmental sustainability	Environment	Mumbai Maharashtra	8,70,000/-	Direct – 8,70,000/-	8,70,000/-	8,70,000/- Through India Infoline Foundation.
2	Smart Shala Program	Education	Jharkhand	25,00,000/-	Direct – 25,00,000/-	25,00,000 /-	25,00,000/- Through India Infoline Foundation
3.	Support to poor patients to get cured of Avoidable Disablement	Health	Mumbai Maharashtra	33,00,000/-	Direct – 33,00,000/-	33,00,000 /-	33,00,000/- Through India Infoline Foundation
4.	Healthcare support to poor patients	Health	Ahmedabad Gujarat	18,79,000/-	Direct – 18,79,000/-	18,79,000 /-	18,79,000/- Through India Infoline Foundation

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5.	Nutritional support to terminally ill children	Health	Mumbai Maharashtra	16,50,000/-	Direct – 16,50,000/-	16,50,000 /-	16,50,000/- Through India Infoline Foundation
6.	Development of National level sports	Promotion of sports	Across India	5,58,000/-	Direct – 5,58,000/-	5,58,000/-	5,58,000/- Through India Infoline Foundation

Brief description of key projects:

1) **Promotion of Environmental Sustainability:** Garbage has become a huge problem for Indian cities and unless waste is scientifically segregated at source, the problem will only mount. Creating awareness on segregation and scientific disposal is important first step towards ensuring environmental sustainability.

2) **Smart Shala Program:** Encourage children across Govt. schools to not only improve attendance but importantly find interest in Math and English through digital tools in Govt. schools in Jharkhand.

3) **Health Support to poor patients:** Supporting poor in restoring sight, movement, hearing and correction of cleft lips with dental and neurological treatment and more, completely free of cost. Similar program was implemented in Ahmedabad, Gujarat.

4) **Nutritional Support to terminally ill children:** Right nutrition forms the basis of any treatment especially so in case of young children. The chances of recovery increases dramatically when their treatment gets support of proper food.

5) **Promotion of Sports:** India has always lacked behind in sports despite having no dearth of talent and people. What is needed is adequate exposure, proper coaching and support to the players. India Infoline Foundation organizes grass root level yet International class sports tournaments to not only identify but nurture talent and provide necessary platform for the budding sports enthusiast to excel and move up the charts.

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Responsibility Statement - Through this report, IIFL Wealth Finance Limited seeks to communicate its commitment towards CSR to the Ministry of Corporate Affairs. The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policies as laid down in this report. The Board of the company and the CSR Committee is responsible for the integrity and the objectivity of all the information provided in the disclosure above. All projects reported have been selected based on careful evaluation of the extent to which they create sustainable positive outcomes for marginalized segments of society. The company has adopted measures to ensure that these projects are implemented in an effective and efficient manner so that they are able to deliver maximum potential impact. In line with the requirements of the Section 135, the company has also established a monitoring mechanism to track the progress of its CSR projects.

For IIFL Wealth Finance Limited

A handwritten signature in black ink, appearing to read 'Himanshu Jain', written over a horizontal line.

Himanshu Jain
CEO and Whole time Director
DIN: 02052409

A handwritten signature in black ink, appearing to read 'Deepali Nair', written over a horizontal line.

Deepali Nair
Director
DIN: 07392725

Date: May 3, 2018
Place: Mumbai

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ANNEXURE III

INFORMATION IN ACCORDANCE WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 READ WITH SECTION 197(12) OF COMPANIES ACT, 2013

<u>Name of Director / KMP</u>	<u>DIN</u>	<u>Title</u>	<u>Remuneration in fiscal year 2018 (Rs. In Crores)</u>	<u>Remuneration in fiscal year 2017 (Rs. In Crores)</u>	<u>% increase in fiscal 2018 as compared to fiscal 2017</u>	<u>Ratio of remuneration to MRE excluding WTD</u>	<u>Ratio of remuneration to MRE including WTD</u>
Mr. Himanshu Jain	0205249	WTD & CEO	2.32	1.13	105%	31:1	31:1
Mr. Yatin Shah	03231090	Director	-	-			
Mr. Umang Papneja	07357053	Director	-	-			
Mr. Shantanu Rastogi	06732021	Director	-	-			
Mr. S. Narayan	-	-	-	-	-	-	-
Mr. P. Vijaya Bhaskar	-	-	-	-	-	-	-
Mrs. Deepali Nair	-	-	-	-	-	-	-
Mr. Mihir Nanavati	-	Chief Financial Officer	-	-		NA	NA
Mr. Manoj Gujran	-	Company Secretary	0.30	0.26	15%	NA	NA

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CIN:



For and on behalf of the Board of Directors

A handwritten signature in black ink, appearing to read 'Himanshu Jain', written over a horizontal line.

Himanshu Jain
Whole-time Director & CEO
DIN: 02052409

A handwritten signature in black ink, appearing to read 'Yatin Shah', written in a cursive style.

Yatin Shah
Director
DIN: 03231090

Date: May 3, 2018
Place: Mumbai

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ANNEXURE - IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

i) CIN	U65990MH1994PLC080646
ii) Registration Date	August 31, 1994
iii) Name of the Company	IIFL Wealth Finance Limited (formerly known as Chephis Capital Markets Limited)
iv) Category / Sub-Category of the Company	Public Company, Limited by shares
v) Address of the Registered office and contact details	6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai: 400013 Tel No.: +91-22-42499000 Fax No.: +91-22-25806654
vi) Whether listed company	No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime Private Limited C 101, 247 Park, L B S Marg, Vikhroli West Mumbai 400 083 Tel: +91-22-49186000 Fax: +91-22-2594 6969 E-mail : mumbai@linkintime.co.in Website: www.linkintime.co.in

II. Principal business activities of the company:

All the business activities contributing 10 % or more of the total turnover of the company are given below:-

Name and Description of main products/ services	NIC Code of the Product/ service *	% to total turnover of the company
Other Credit granting	6492	100.00

* As per National Industrial Classification – Ministry of Statistics and Programme Implementation

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III. Particulars of holding, subsidiary and associate companies:

Name and Address of The company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
IIFL Wealth Management	U74140MH2008PLC177884	Holding	100	2(46)
IIFL Holdings Limited	L74999MH1995PLC093797	Ultimate Holding	-	2(46)

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01 st April 2017)				No. of Shares held at the end of the year (31 st March 2018)				% Change
	Demat	Phys	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A.									
(1) Indian									
a) Individual/H	0	0	0	0.00	0	0	0	0.00	0.00
b) Central	0	0	0	0.00	0	0	0	0.00	0.00
c) State	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	26,24,49,733	0	26,24,49,733	100.00	26,24,49,733	0	26,24,49,733	100.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1):-	26,24,49,733	0	26,24,49,733	100.00	26,24,49,733	0	26,24,49,733	100.00	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00

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(An IIFL Group Company)

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CIN: U65990MH1994PLC080646



b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter	26,24,49,733	0	26,24,49,733	100.00	26,24,49,733	0	26,24,49,733	100.00	0.00
B. Public Shareholding									
1.									
a) Mutual	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central	0	0	0	0.00	0	0	0	0.00	0.00
d) State	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
i) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies									
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)									

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i) Individual shareholders holding nominal	0	0	0	0.00	0	0	0	0.00	0.00
ii) Individual shareholders holding nominal share	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholdin	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	*26,24,49,733	0	26,24,49,733	100.00	*26,24,49,733	0	26,24,49,733	100.00	0.00

**Note: 26,24,49,733 No. of Equity shares includes 6 Equity Shares held by Nominee Shareholders of IIFL Wealth Management Limited.*

ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year (01 st April 2017)			Shareholding at the end of the year (31 st March 2018)			% change in shareholding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	

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*IIFL Wealth Management Limited	26,24,49,733	100	Nil	26,24,49,733	100	Nil	-
Total	26,24,49,733	100	Nil	26,24,49,733	100	Nil	-

***Note:** 26,24,49,733 No. of Equity shares includes 6 Equity Shares held by Nominee Shareholders of IIFL Wealth Management Limited.

iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (31-03-2018)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	26,24,49,733	100	26,24,49,733	100
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
At the end of the year as on 31-03-2016	26,24,49,733	100	26,24,49,733	100

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	No. of shares at the beginning (01-04-17)/end of the year (31-03-18)	Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)

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For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
-	-	-	-	-	-	-	-

v) **Shareholding of Directors and Key Managerial Personnel:**

Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
	No. of shares at the beginning (01-04-16)/end of the year (31-03-17)	% of total shares of the company				No. of shares	% of total shares of the company
A. DIRECTORS:							
Mr. Umang Papneja*	1	0	-	-	-	1	0
B. Key Managerial Personnel (KMP's)							
-	-	-	-	-	-	-	-

*Directors hold equity shares in the capacity of nominee of IIFL Wealth Management Limited. Further Mr. Umang Papneja ceased to be the Director of the Company w.e.f. November 01, 2017, therefore shares held by him as on March 31, 2018 are in the Capacity of Nominee only and not in the Capacity of Nominee cum Director.

V. **Indebtedness: Indebtedness of the Company including interest outstanding/accrued but not due for payments:**

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	Secured Loans excluding Deposits (Rs.)	Unsecured Loans (Rs.)	Deposit (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of year				
(i) Principal amount	18,025.20	34,444.05	-	52,469.25
(ii) Int. due but not paid	-	-	-	-
(iii) Int. accrued but not due	534.51	31.4	-	565.91
Total (i+ ii+ iii)	18,559.71	34,475.45	-	53,035.16
Changes in Indebtedness during the year				
Addition(Net)	12,291.90	300,724.26	-	313,016.16
Reduction	11,125.80	287,621.66	-	298,797.46
Net Change	1,166.10	13,052.60	-	14,218.70
Indebtedness at the end of the financial year (31.03.2018)				
(i) Principal amount	19,191.30	47,496.65	-	66,687.95
(ii) Int. due but not paid	-	-	-	-
(iii) Int. accrued but not due	1,114.00	334.26	-	1,448.26
Total (i+ ii+ iii)	20,305.30	47,830.91	-	68,136.21

* The above does not include Cash credit facility from banks

VI. Remuneration of directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
	Himanshu Jain (WTD and CEO)	
1. Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	23165503	23165503

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(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2. Stock Option	0	0
3. Sweat Equity	0	0
4. Commission - as % of profit - others, specify	0	0
5. Others, please specify	63248.9675	63248.9675
TOTAL (A)	2,32,28,752	23228752
Ceiling as per the Act	Rs. 7,80,09,882	

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors		Total Amount
i. Independent Directors	Mr. P. Vijaya	Mr. S. Narayan	
- Fee for attending board/committee	6,00,000	7,35,0000	13,35,0000.00
- Commission		-	
- Others, please specify	2,70,000	-	2,70,0000.00
TOTAL (1)			
ii. Other Non-Executive Directors			
- Fee for attending board/committee			
- Commission			
- Others, please specify			
TOTAL (2)			
TOTAL (B)= (1+2)	8,70,0000	7,35,0000	16,05,000.00
Total Managerial Remuneration			
Overall Ceiling as per the Act	Rs. 15,60,1976/-		

Note: Other Directors namely Mr. Yatin Shah, Mr. Umang Papneja, Mrs. Deepali Nair, Mr. Shantanu Rastogi were not paid any remuneration.

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Particulars of Remuneration	Key Managerial Personnel		
	Mihir Nanavati (CFO)	Manoj Gujaraan (Company Secretary)	Total Amount (INR)
1. Gross salary			
a. Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	2847313	2847313
b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	27000	27000
c. Profits in lieu of salary under section 17(3) of the Income Tax	-	0	0
2. Stock Option	-	0	0
3. Sweat Equity	-	0	0
4. Commission - as % of profit - others, specify	-	0	0
5. Others, please specify	-	135290.516	135290.516
TOTAL	-	3009603.52	3009603.52

Note: Mr. Mihir Nanavati being CFO of Holding Company too, receives remuneration from Holding Company i.e. IIFL Wealth Management Limited.

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VII. Penalties / Punishment/ Compounding of offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Himanshu Jain
 Whole-time Director & CEO
 DIN: 02052409

Yatin Shah
 Director
 DIN: 03231090

Date: May 3, 2018

Place: Mumbai

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ANNEXURE – V
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
IIFL Wealth Finance Limited
(Formerly: Chephis Capital Markets Ltd.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IIFL Wealth Finance Limited, having CIN: U65990MH1994PLC080646 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the IIFL Wealth Finance Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by IIFL Wealth Finance Limited for the financial year ended on 31st March, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):



- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
 - b) The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993,
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client,
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;and
 - e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- vi. Other Laws specifically applicable to the Company
- a) The Reserve Bank of India Act, 1934, as applicable to Non- Banking Financial Companies;
 - b) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016,
 - c) Master Direction - Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016,
 - d) Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016,
 - e) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016; and
 - f) Master Direction - Know Your Customer (KYC) Direction, 2016
 - g) IRDA (Registration of Corporate Agents) Regulations, 2015.

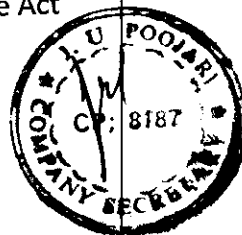
We have also examined compliance with the applicable clauses of the following

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to meetings of the Board and its committees and General meetings.
- ii) The Listing Agreements entered into by the Company with BSE Limited.

During the year under review and as per the explanations given and the representations made by the Management, the Company has complied with the provisions of the Act and rules, Rules, Regulations, Guidelines, etc.

We further report that:

- (a) The company is the subsidiary of IIFL Wealth Management Ltd. by virtue of Section 2(87) of the Companies Act, 2013 effective from 13.02.2016.
- (b) The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act



- (c) Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings and its Committees exception some cases at shorter notice with the consent of all the Directors; Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (d) Decisions at the Board Meetings were taken with requisite majority.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

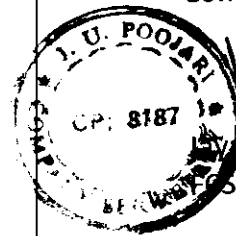
We further report that during the audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

- (a) The Company made issue and allotment of Secured Market Linked/Perpetual/Subordinated Redeemable Non-Convertible Debentures amounting to Rs. 1346.09 crores in different series on private placement/ right basis during the year ended 31st March, 2018.
- (b) The Company made issue of Commercial Paper and outstanding balance was Rs. 4235.00 Crores as on 31st March, 2018.
- (c) The company has passed the special resolutions at the general meetings under Section 42 of the companies Act (Act) for issue of Debentures upto an amount not exceeding Rs. 2500 Crores during the year ended 31st March, 2018.
- (d) Redeemable Non-Convertible Debentures were listed on Bombay Stock Exchange during the year ended 31st March, 2018.

For J. U. Poojari & Associates
Company Secretaries

Place: Mumbai

Date: May 03, 2018



J. U. Poojari
J. U. Poojari

CP No: 8102 CP No: 8187

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

'Annexure A'

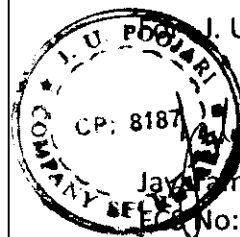
To,
The Members
of IIFL Wealth Finance Ltd.
(Formerly: Chephis Capital Markets Ltd.)

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai

Date: May 03, 2018



J. U. Poojari & Associates
Company Secretaries

Jayashree U Poojari

No: 8102 CP No: 8187

INDEPENDENT AUDITOR'S REPORT

To The Members of IIFL WEALTH FINANCE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **IIFL WEALTH FINANCE LIMITED** (the "Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards"), and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Standards and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting .
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
2. As required by the Companies (Auditor's Report) Order, 2016 (the "Order/CARO 2016") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Pallavi A. Gorakshakar
(Partner)
(Membership No. 105035)

Place: Mumbai
Date: 03 May 2018

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1.(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of IIFL Wealth Finance Limited (the "Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the

preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Pallavi A. Gorakshakar

(Partner)

(Membership No. 105035)

Place: Mumbai

Date: 03 May 2018

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered transfer deed provided to us, we report that, the title deed, comprising the immovable property of land which is freehold, is held in the name of the Company as at the balance sheet date.
- (ii) The Company does not have any inventory and hence reporting under clause (ii) of the CARO 2016 is not applicable.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
- (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding as at the year end.
- (iv) The Company is a registered non-banking finance company to which provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable, and hence reporting under clause (iv) of CARO 2016 is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and hence reporting under clause (v) of the CARO 2016 is not applicable.



- (vi) Having regard to the nature of the Company's business / activities, reporting under clause (vi) CARO 2016 is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including provident fund, income-tax, service tax, goods and services tax, value added tax, cess and other material statutory dues applicable to it to the appropriate authorities. According to the information and explanations given to us, Excise Duty, Sales Tax, Custom Duty and Employees' State Insurance are not applicable to the Company.
 - (b) There were no undisputed amounts payable in respect of provident fund, income-tax, service tax/goods and services tax, value added tax, cess and other material statutory dues in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
 - (c) There are no dues of Income-tax, Service Tax, Goods and Services Tax and Value Added Tax as on 31 March 2018 on account of disputes.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party



transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is required to be registered and it has obtained the registration under section 45-IA of the Reserve Bank of India Act, 1934

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Pallavi A. Gorakshakar
(Partner)
(Membership No. 105035)

Place: Mumbai
Date: 03 May 2018

IIFL WEALTH FINANCE LIMITED
BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)

Particulars	Note No.	As at March 31,2018	As at March 31,2017
EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share Capital	3	2,624,497,330	2,624,497,330
(b) Reserves and Surplus	4	9,664,001,271	8,018,119,165
(c) Money received against share warrants		-	-
Sub total		12,288,498,601	10,642,616,495
(2) Non Current Liabilities			
(a) Long-term borrowings	5	23,096,300,000	19,818,600,000
(b) Deferred Tax Liability		-	-
(c) Other Long-term liabilities	6	1,224,769,408	366,602,349
(d) Long-term provisions	7	279,514,950	128,914,239
Sub total		24,600,584,358	20,314,116,588
(3) Current liabilities			
(a) Short-term borrowings	8	41,998,540,013	30,009,049,987
(b) Trade payables	9	-	-
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		20,835,389	8,736,858
(c) Other current liabilities	10	1,993,261,576	2,871,465,710
(d) Short-term provisions	11	86,254,894	383,978,325
Sub total		44,098,891,872	33,273,230,880
TOTAL		80,987,974,831	64,229,963,963
ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	12	1,058,355	1,074,435
(ii) Intangible assets	13	4,524,849	3,351,836
(iii) Capitalwork-in-progress		-	-
(iv) Intangible assets under development		-	1,572,106
Sub total		5,583,204	5,998,377
(b) Non-current investments	14	760,706,799	1,388,916,085
(c) Deferred Tax Assets	15	89,361,687	82,300,850
(d) Long-term loans & advances	16	17,452,119,205	12,631,395,481
(e) Other non-current assets	17	113,524,524	56,606,330
Sub total		18,415,712,215	14,159,218,746
(2) Current assets			
(a) Current investments	18	5,387,519,577	17,398,733,268
(b) Inventories		-	-
(c) Trade receivables	19	5,593,545	857,159,289
(d) Cash and Cash Equivalents	20	1,629,232,785	7,266,647,948
(e) Short-term loans & advances	21	53,998,421,358	23,546,243,668
(f) Other current assets	22	1,545,912,147	995,962,667
Sub total		62,566,679,412	50,064,746,840
TOTAL		80,987,974,831	64,229,963,963
See accompanying notes forming part of the financial statements			

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants


Pallavi A. Gorakshakar
Partner

For and on behalf of Board of Directors


Himanshu Jain
Whole Time Director
and Chief Executive Officer
(DIN: 02052409)


Yatin Shah
Non-executive Director
(DIN: 03231090)


Mihir Nanavati
Chief Financial Officer


Manoj Gujran
Company Secretary



Place : Mumbai
Date : May 3rd, 2018



IIFL WEALTH FINANCE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	Note No.	2017-2018	2016-2017
INCOME :			
Income From Operations	23	7,829,732,960	4,614,718,982
Other Income	24	37,550	-
Total Revenue		7,829,770,510	4,614,718,982
EXPENSES :			
Employee benefit expenses	25	180,223,380	284,140,746
Other Expenses	26	137,095,791	89,978,364
Finance Charges	27	5,306,197,177	2,360,272,304
Depreciation and Amortisation	12-13	1,943,763	672,129
Provision & Write off	28	136,173,599	304,797,424
Total expenses		5,761,633,710	3,039,860,967
Profit before tax		2,068,136,800	1,574,858,015
Tax expenses/(benefits) :			
Current tax		515,000,000	652,296,724
Deferred tax expenses/(Credit)	15	(7,060,837)	(81,301,293)
Short / (excess) provision for income tax		-	(720)
Net Tax Expenses/ (benefits)		507,939,163	570,994,711
Profit for the year		1,560,197,637	1,003,863,304
Earnings Per Share - Basic (Rs.)	29	5.94	3.93
Earnings Per Share - Diluted (Rs.)	29	5.94	3.93
Face Value Per Share (Rs.)		10.00	10.00
See accompanying notes forming part of the financial statements			

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of Board of Directors



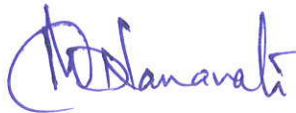
Pallavi A. Gorakshakar
Partner



Himanshu Jain
Whole Time Director
and Chief Executive Officer
(DIN: 02052409)



Yatin Shah
Non-executive Director
(DIN: 03231090)



Mihir Nanavati
Chief Financial Officer



Manoj Gujran
Company Secretary



Place : Mumbai
Date : May 3rd, 2018



IIFL WEALTH FINANCE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	2017-2018	2016-2017
A. Cash flows from operating activities		
Net profit before taxation	2,068,136,800	1,574,858,015
Adjustments for:		
Depreciation	1,943,763	672,129
Provisions for Gratuity	1,183,416	493,784
Provisions for Compensated Absences	1,405,000	410,597
Provision for Diminution in Investment (Net)	24,435,069	167,228,312
Provision for Mark to Market on Option Contract	(36,961,470)	12,321,120
Interest Expenses	5,306,197,177	2,360,272,304
Contingent Provision against standard assets	148,700,000	125,247,992
Interest Income on Investments	(1,152,876,950)	(585,492,350)
Interest Income on Fixed Deposits	(152,888,523)	(106,070,386)
Interest Income on Loans and ICD	(5,310,552,858)	(2,677,261,963)
Dividend Income	(10,407,275)	(8,016,269)
Profit on sale of Investments	(838,961,190)	(961,561,818)
Interest Received	6,114,250,832	2,376,347,066
Interest Paid	(3,951,697,550)	(1,540,226,370)
Dividend Received	12,275,644	6,147,900
Operating profit before working capital changes	2,224,181,885	745,370,063
Adjustments for :		
(Increase)/ Decrease in Current/Non Current Assets	(3,400,746,133)	(927,446,590)
Increase/ (Decrease) in Current/Non Current Liabilities	(56,664,022)	246,992,567
Cash generated from/ (used in) operating activities	(1,233,228,270)	64,916,040
Net income tax(paid) / refunds	(667,474,172)	(490,460,773)
Cash generated from/ (used in) operating activities	(1,900,702,442)	(425,544,733)
(Increase)/ Decrease in Long Term Loans and Advances	(4,788,054,774)	(12,631,195,131)
(Increase)/ Decrease in Short Term Loans and Advances	(26,059,203,307)	(22,524,864,153)
Net cash used in operating activities (A)	(32,747,960,523)	(35,581,604,017)
B. Cash flows from investing activities		
Fixed Deposits other than those considered as Cash & Cash Equivalents		
- Fixed Deposits placed	(17,746,635,676)	(22,694,955,543)
- Fixed Deposits matured	18,701,635,676	20,209,955,543
Purchase of Investments	(1,029,280,108,703)	(942,104,591,568)
Sale of Investments	1,042,734,057,800	931,583,378,073
Purchase of fixed assets (includes intangible assets)	(1,528,590)	(6,670,506)
Net cash generated from/(used in) investing activities (B)	14,407,420,507	(13,012,884,001)
C. Cash flows from financing activities		
Proceeds from Issuance of Share Capital	-	103,333,330
Securities Premium on issue of shares	-	516,666,650
Securities Premium on issue of Non Convertible Debentures	85,684,469	-
Cash Credit utilised	105,890,871	-
Proceeds from Issuance of Non Convertible Debentures	13,460,900,000	22,460,200,001
Buy Back/Maturity of Non Convertible Debentures	(11,125,800,000)	-
Proceeds from Issuance of Commercial Paper	379,169,982,650	291,069,052,050
Buy Back/Maturity of Commercial Paper	(367,758,533,137)	(261,314,140,049)
Net cash generated from financing activities (C)	13,938,124,853	52,835,111,982
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(4,402,415,163)	4,240,623,964
Opening Cash and Cash Equivalents (Refer Note 20)	4,771,647,948	531,023,984
Closing Cash and Cash Equivalents (Refer Note 20)	369,232,785	4,771,647,948
Reconciliation of Cash and Cash Equivalents with the Balance Sheet		
Cash and Cash Equivalents as per AS 3 Cash Flow Statements	369,232,785	4,771,647,948
Add: Fixed Deposits other than those considered as Cash & Cash Equivalents	1,260,000,000	2,495,000,000
Cash and Cash Equivalents (Refer Note 20)	1,629,232,785	7,266,647,948
See accompanying notes forming part of the financial statements		

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors


Pallavi A. Gorakshakar
Partner


Himanshu Jain
Whole Time Director
and Chief Executive Officer
(DIN: 02052409)


Yatin Shah
Non-executive Director
(DIN: 03231090)


Mihir Nanavati
Chief Financial Officer


Manoj Gujran
Company Secretary



Place : Mumbai
Date : May 03, 2018



Note 1. Corporate information:

IIFL Wealth Finance Limited ("the Company") is a public limited company incorporated under the Companies Act, 1956 and is a wholly owned subsidiary of IIFL Wealth Management Limited. The Company is a systemically important non-deposit accepting Non-Banking Financial Company ("NBFC ND-SI") registered with the Reserve Bank of India (RBI) under section 45-IA of the RBI Act, 1934 having a valid certificate of registration no. B-13.00361 dated March 18, 1998, and is primarily engaged in the financing and investing activities. The Company offers broad suite of financial products that includes loan against securities, capital market / IPO financing, loan against property, etc. catering to the financing needs of corporate and high net worth customers.

Note 2. Significant accounting policies:**2.1 Basis of preparation of financial statements:**

The financial statements have been prepared in accordance with the Accounting Standards as prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards"), and other accounting principles generally accepted in India along with the guidelines issued by RBI as applicable to NBFCs. The financial statements have been prepared on accrual basis under the historical cost convention.

2.2 Prudential norms:

The Company follows the RBI Master direction – Non Banking Financial Company - Systemically important Non-Deposit taking company and Deposit taking company (Reserve Bank) Directions, 2016, as amended from time to time ("RBI Directions") in respect of income recognition, income from investments, accounting of investments, asset classification, provisioning and disclosures in the Financial Statements. Accounting Standards (AS) prescribed under section 133 of the Companies Act 2013 and Guidance Note issued by The Institute of Chartered Accountants of India ("ICAI") are followed in so far as they are not inconsistent with the RBI directions.

2.3 Use of estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Fixed assets:

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any thereon. Depreciation is charged using the straight line method based on the useful life of fixed assets as prescribed in Schedule II to the Companies Act, 2013 as specified below. Depreciation is charged from the month in which new assets are put to use. No depreciation is charged from the month in which assets are sold. In case of transfer of used fixed assets from group companies, depreciation is charged over the remaining useful life of the asset.

Individual assets / group of similar assets costing up to ₹ 5,000 has been depreciated in full in the year of purchase. Leasehold land is depreciated on a straight line basis over the leasehold period.

Estimated useful life of the assets are as under:

Class of assets	Useful life
Office equipment	5 years
Software	3 years



2.5 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other Investments are classified as non – current investments.

Current investments are stated at lower of cost or market / fair value. Non – current investments are carried at cost. Provision for diminution in value of non – current investments is made, if such diminution is other than temporary. For investment in mutual funds, the net assets value (NAV) declared by the mutual funds at the Balance Sheet date is considered as the fair value.

2.6 Cash and cash equivalents:

Cash comprises cash on hand. Cash equivalents comprises demand deposits and short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.7 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.8 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

- (a) an intangible asset that is not yet available for use; and
- (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.



2.9 Taxation:

Tax expense comprises current and deferred tax.

Income Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred Tax

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rate and the tax laws enacted or substantively enacted at the Balance Sheet date. The deferred tax asset is recognised or unrecognised, to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. At each reporting date, the Company re-assesses unrecognized deferred tax assets. Deferred tax liability is recognised as and when it arises.

2.10 Revenue recognition:

The Company complies, in all material respects, with the Accounting Standard -9, specified under section 133 of the Companies Act, 2013, prudential norms relating to income recognition, asset classification and the minimum provisioning for bad and doubtful debts and standard assets, specified in the directions issued by the RBI, as applicable to it, and

- Interest income is recognised on the time proportionate basis as per agreed terms.
- Interest income recognised and remaining due for 90 days or more for all the loans is reversed after 90 days and is accounted as income when these are actually realised.
- Dividend income is recognised when the right to receive payment is established.
- Processing fees is recognised when there is no uncertainty of collection.
- Capital Gain/ Loss is recognized on the date of trade
- In respect of the other heads of income, the Company accounts the same on accrual basis.

2.11 Employee benefits:

Defined Contribution Plans

The Company's contribution towards Provident Fund and Family Pension Fund, which are defined contribution, are accounted for on an accrual basis and recognised in the Statement of Profit & loss.

Defined Benefit Plans

Gratuity is post-employment benefit and is in the nature of defined benefit plan. The liability recognized in the Balance Sheet in respect of gratuity is the present value of defined benefit obligation at the Balance Sheet date together with the adjustments for unrecognized actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method.

The Company has provided "Compensated Absences" on the basis of actuarial valuation.

2.12 Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The Company has not issued any financial Instrument that entitles or may entitle its holder to acquire equity shares in future.



2.13 Provisions, contingent liabilities and contingent assets:

Non-performing loans are written off / provided for, as per management estimates, subject to the minimum provision required as per RBI Directions. Contingent Provision on standard assets is also made as per the RBI Directions as applicable to Company from time to time.

Contingent Provision on standard assets is made at 0.40% of the outstanding standard assets in accordance with the RBI Directions.

A provision is recognised if, as a result of a past event, the company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

2.14 Service tax /Goods and Service tax input credit

Service tax/Goods and Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

2.15 Borrowings:

Borrowings are bifurcated under long term, current maturity of long term and short term liabilities. Commercial papers are recognised at face value net of unexpired discount. Any difference between the proceeds and the redemption value is recognised in Statement of Profit and Loss over the period of the borrowings.

Borrowing costs include interest and amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan

2.16 Debenture issue expenses:

In case of private placement of Non-Convertible Debentures, debenture issue expenses are charged to the Statement of Profit and Loss in the year in which they are incurred.

2.17 Loan Classification

In accordance with the RBI Directions, all loans are classified under any of four categories i.e. (i) standard assets (ii) sub-standard assets (iii) doubtful assets and (iv) loss assets

2.18 Derivative Policy:

Mark To Market (MTM) valuation of the embedded derivative portion of borrowings by way of Market Linked Bonds and outstanding position in Market Linked derivatives are recorded in accordance with principles enunciated in Accounting Standard 30 'Financial Instruments: Recognition and Measurement' and Guidance Note on Accounting for Derivative Contracts issued by the Institute of Chartered Accountants of India. MTM Valuation is determined based on quotes available from exchange/ counter party/ rating agency.



Note 3. Share Capital :

(i) Authorised, Issued, Subscribed and Paid-up Share Capital: (Amount in ₹)

Authorised Share Capital:	As at March 31, 2018	As at March 31, 2017
300,000,000 Equity Shares (Previous Year 300,000,000) of ₹ 10 each	3,000,000,000	3,000,000,000
Issued, Subscribed and Paid-up Share Capital:		
262,449,733 Equity Shares (Previous Year 262,449,733) of ₹ 10 each with voting rights	2,624,497,330	2,624,497,330

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Equity Shares:				
At the beginning of the year	262,449,733	2,624,497,330	252,116,400	2,521,164,000
Add: Issued during the year	-	-	10,333,333	103,333,330
Outstanding at the end of the year	262,449,733	2,624,497,330	262,449,733	2,624,497,330

(iii) Terms / Rights attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of the preferential amounts in proportion to their shareholdings.

(iv) Details of shares held by holding Company:

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	% Holding	No. of Shares	% Holding
IIFL Wealth Management Limited and its nominees	262,449,733	100%	262,449,733	100%

(v) Details of shareholders Holdings more than 5% shares in the company:

Name of the shareholder	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares of ₹ 10 each fully paid up				
IIFL Wealth Management Limited and its nominees	262,449,733	100%	262,449,733	100%

(vi) During the period of 5 years immediately preceding the Balance Sheet date, the Company has not issued any equity shares without payment being received in cash, bonus shares and has not bought back any equity shares.

Note 4. Reserves and Surplus:

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Securities Premium Reserve		
Opening balance	6,993,777,775	6,477,111,125
Premium on shares/securities issued during the year (Refer Note 4.2)	85,684,469	516,666,650
Closing balance	7,079,462,244	6,993,777,775
Capital Redemption Reserve		
Opening balance	2,300,000	2,300,000
Addition during the year	-	-
Closing balance	2,300,000	2,300,000
General Reserve		
Opening balance	1,430,000	1,430,000
Addition due to transfer during the year from surplus in the statement of profit and loss	-	-
Closing balance	1,430,000	1,430,000
Special Reserve (Pursuant to Section 45-IC of Reserve Bank of India Act, 1934)		
Opening balance	204,254,429	3,481,768
Addition due to transfer during the year from surplus in the Statement of profit and loss	312,039,528	200,772,661
Closing balance	516,293,957	204,254,429



Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	816,356,961	13,266,317
Addition: Profit for the year	1,560,197,637	1,003,863,305
Less: Appropriations		
Transfer to special reserve as per section 45-IC of the RBI Act, 1934	(312,039,528)	(200,772,661)
Closing balance	2,064,515,070	816,356,961
Total	9,664,001,271	8,018,119,165

4.1 There is no Debenture Redemption Reserve (DRR) created as the Non-Banking Financial Companies registered with Reserve Bank of India are not required to create DRR for the privately placed debentures.

4.2 Securities premium received in the current year pertains to privately placed debentures issued at premium. Securities Premium received in the previous year pertains to premium received on issue of equity shares

4.3 As per Section 45-IC of the Reserve Bank of India Act, 1934, the Company is required to transfer at least 20% of its net profits every year to a reserve before any dividend is declared.

Note 5. Long Term Borrowings :

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Secured Loans		
Non Convertible Debentures (Refer Note 5.1 & 5.4)	17,492,300,000	15,383,600,000
Sub Total	17,492,300,000	15,383,600,000
Unsecured Loans		
Perpetual Debt (Refer Note 5.2 & 5.4)	1,500,000,000	1,500,000,000
Subordinated Debt (Refer Note 5.3 & 5.4)	4,104,000,000	2,935,000,000
Sub Total	5,604,000,000	4,435,000,000
Total	23,096,300,000	19,818,600,000

Note:

5.1 During the current year the Company has issued secured debentures amounting to ₹ 12,291,900,000 (Previous year ₹ 15,383,600,001). These debentures are secured by way first pari passu mortgage and charge over the Company's identified immovable Property and first charge on present and future receivables to the extent equal to the principal and interest amount of the Debentures outstanding at any point of time

5.2 During the current year the Company has not issued any Perpetual debentures. (Previous year ₹ 1,500,000,000)

5.3 During the current year the Company has issued Subordinated debentures amounting to ₹ 1,169,000,000 (Previous Year ₹ 2,935,000,000)

5.4 Interest and repayment terms of long-term borrowings (including its current maturities):

Residual Maturity	As at March 31, 2018		As at March 31, 2017	
	Balance Outstanding	Interest Rate % (p.a) (Refer Note 5.4.1)	Balance Outstanding	Interest Rate % (p.a) (Refer Note 5.4.1)
Non- Convertible Debentures				
Above 5 years	8,561,100,000	Market Linked (Refer Note 5.4.2)	12,164,700,000	Market Linked (Refer Note 5.4.2)
1-5 years	8,931,200,000	8.00% - 9.73% linked to underlying structures	3,218,900,000	8.03% - 10.87% linked to underlying structures
Less than 1 year	1,699,000,000	8.00% - 9.6%	2,641,600,000	9% - 12%
Perpetual Debt				
Above 5 years	1,500,000,000	10%	1,500,000,000	10%
Subordinated Debt				
Above 5 years	1,009,000,000	8.8% - 9.15%	2,935,000,000	9.1% - 11.42%
1-5 years	3,095,000,000	9.10% - 9.36%	-	-

Note 5.4.1 - Interest rates in accordance with the provisions of the respective placement memorandums.

Note 5.4.2 - The company has issued certain Market linked debentures, the rate of interest of which is linked to specified products/indices.

Note 6. Other Long Term Liabilities :

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest accrued but not due on Debentures	1,224,769,408	366,602,349
Total	1,224,769,408	366,602,349

Note 7. Long Term Provisions :

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits		
- Provision for Gratuity (Refer Note 25)	2,543,768	643,057
Contingent Provision against Standard Assets	276,971,182	128,271,182
Total	279,514,950	128,914,239



Note 8. Short Term Borrowings :

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Secured Loans		
Cash credit from banks	105,890,871	-
Sub Total	105,890,871	-
Unsecured Loans		
Commercial Paper	42,350,000,000	30,250,000,000
Less: Unexpired Discount *	(457,350,858)	(240,950,013)
Sub Total	41,892,649,142	30,009,049,987
Total	41,998,540,013	30,009,049,987

* Unexpired discount on Commercial paper is net of ₹ 472,149,642 (Previous year- ₹ 254,137,986) towards discount accrued but not due

Note 9. Trade Payables:

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Total outstanding dues to creditors other than micro enterprises and small enterprises		
- Sundry Creditors for expenses	7,493,213	3,189,249
- Accrued Salaries and Benefits	218,646	39,352
- Provision for expenses	13,123,530	5,508,257
Total	20,835,389	8,736,858

Details under the Micro, Small and Medium Enterprises Development Act, 2006.

	2017 - 18	2016 - 17
a) Principal amount and interest due thereon remaining unpaid to any supplier at the end year.	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
d) the amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The aforementioned is based on the response received by the Company to its inquiries with suppliers with regards to applicability under the said Act. This has been relied upon by the auditors.

Note 10. Other current liabilities:

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Current maturities of long term borrowings (Refer Note 5.4)		
- Secured	1,699,000,000	2,641,600,000
Interest accrued but not due on Debentures	223,488,525	199,305,599
Statutory Liabilities Payable	8,856,024	420,229
Payables to Customers	20,947,944	15,439,406
Other Payables	27,155,264	-
Payable to Group Companies (Refer Note 36)	13,813,819	14,657,156
Option Premium (Net)(Refer Note 38 (iii))	-	43,320
Total	1,993,261,576	2,871,465,710

Note 11. Short term provisions:

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits		
- Provision for Compensated Absences	2,247,999	523,746
- Provision for Gratuity (Refer Note 25)	86,721	2,277
- Provision for Bonus	73,462,592	220,520,548
Provision for tax (Net of advance tax & tax deducted at source- ₹ 663,689,454, P.Y. ₹ 511,215,282)	10,457,582	162,931,754
Total	86,254,894	383,978,325



Note 12. Tangible Assets:

(Amount in ₹)

Particulars	Land	Office Equipment	Total
Gross Block as on April 01,2017	998,000	80,400	1,078,400
Additions			-
Deductions / Adjustments			-
As at March 31,2018	998,000	80,400	1,078,400
Depreciation			
Upto April 01,2017	-	3,965	3,965
Depreciation for the year	-	16,080	16,080
Deductions / Adjustments	-	-	-
Upto March 31,2018	-	20,045	20,045
Net Block as at March 31,2018	998,000	60,355	1,058,355
Net Block as at March 31,2017	998,000	76,435	1,074,435

Tangible Assets (Previous Year):

(Amount in ₹)

Particulars	Land	Office Equipment	Total
Gross Block as on April 01,2016	-	-	-
Additions	998,000	80,400	1,078,400
Deductions / Adjustments	-	-	-
As at March 31,2017	998,000	80,400	1,078,400
Depreciation			
Upto April 01,2016	-	-	-
Depreciation for the year	-	3,965	3,965
Deductions / Adjustments	-	-	-
Upto March 31,2017	-	3,965	3,965
Net Block as at March 31,2017	998,000	76,435	1,074,435
Net Block as at March 31,2016	-	-	-

Note 13. Intangible Assets: Other than internally generated

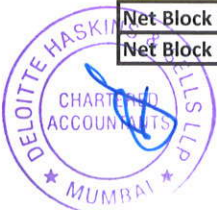
(Amount in ₹)

Particulars	Total
Computer Software/Intangible assets	
Gross Block as on April 01,2017	4,020,000
Additions	3,100,696
Deductions / Adjustments	-
As at March 31,2018	7,120,696
Depreciation	
Upto April 01,2017	668,164
Depreciation for the year	1,927,683
Deductions / Adjustments	-
Upto March 31,2018	2,595,847
Net Block as at March 31,2018	4,524,849
Net Block as at March 31,2017	3,351,836

Intangible Assets: Other than internally generated (Previous year)

(Amount in ₹)

Particulars	Total
Computer Software/Intangible assets	
Gross Block as on April 01,2016	-
Additions	4,020,000
Deductions / Adjustments	-
As at March 31,2017	4,020,000
Depreciation	
Upto April 01,2016	-
Depreciation for the year	668,164
Deductions / Adjustments	-
Upto March 31,2017	668,164
Net Block as at March 31,2017	3,351,836
Net Block as at March 31,2016	-



Note 14. Non – Current Investments (At Cost) :

(Amount in ₹)

Particulars	Face Value in ₹	As at March 31, 2018		As at March 31, 2017	
		Number	Amount	Number	Amount
Unquoted, Non Trade Investments					
Non Convertible Debentures					
19% Debentures Of Arch Agro Industries Pvt. Ltd.	10,000	7,221	10,243,577	2,457	10,000,000
Reliance Capital Limited RCL MLD SERIES B/367-A 28-NOV-19	100,000	137	13,700,000	137	13,700,000
Reliance Capital Limited SR-B/359A TYPE III BR NCD 21OT19 FVRS1LAC	100,000	629	62,900,000	629	62,900,000
Reliance Capital Limited SR-B/359A TYPE IV BR NCD 24OT19 FVRS1LAC	100,000	704	70,400,000	704	70,400,000
Reliance Capital Limited SR-B/364A TYPE I BR NCD 04NV19 FVRS1LAC	100,000	336	33,600,000	336	33,600,000
Reliance Capital Limited RCL MLD SERIES B/369-A TYPE II 02-DEC-19	100,000	60	6,000,000	60	6,000,000
Reliance Capital Limited SERIES B/435-A	100,000	1805	180,500,000	-	-
Reliance Capital Limited SR-B/433A BR NCD 09AG21 FVRS1LAC	100,000	3321	333,621,936	-	-
Less: Diminution			(10,243,577)		(10,000,000)
Sub-total (A)			700,721,936		186,600,000
Alternate Investment Funds					
IIFL Investment Opportunities Fund- Spl. Series 1 Class S (NAV- P.Y. ₹ 11.3352)	10	-	-	7,635,711	80,000,000
IIFL Cash Opportunities Fund - Class A (NAV- P.Y. ₹ 11.3851)	10	-	-	9,326,357	100,000,000
IIFL Real Estate Fund (Domestic) Series 3 - Class S (NAV- P.Y. ₹ 10.6376)	10	-	-	25,000,000	250,000,000
IIFL Real Estate Fund (Domestic) Series 4 - Class S (NAV- P.Y. ₹ 10.2414)	10	-	-	10,000,000	100,000,000
IIFL Best of Class Fund - Series I - Class S (NAV- P.Y. ₹ 11.6781)	10	-	-	5,000,000	48,394,000
IIFL Best of Class Fund - Series II - Class S (NAV- P.Y. ₹ 12.8327)	10	-	-	5,000,000	54,092,500
IIFL Seed Venture Fund- Class S (NAV- P.Y. ₹ 15.5103)	10	-	-	6,242,543	67,500,000
IIFL Asset Revival Fund Series 2- Class S (NAV- P.Y. ₹ 13.1915)	10	-	-	10,000,000	100,000,000
IIFL Asset Revival Fund Series 3- Class S (NAV- P.Y. ₹ 12.1916)	10	-	-	4,714,192	50,000,000
IIFL Yield Enhancer Fund- Class S (NAV- P.Y. ₹ 10.224)	10	-	-	12,500,000	125,000,000
IIFL Phoenix Cash Opportunities Fund- Class S (NAV- P.Y. ₹ 10.239)	10	-	-	1,000,000	10,000,000
Blume Ventures Fund (NAV ₹ 18,206, P.Y. ₹ 18,511)	10,000	1,488	30,873,063	1,488	30,873,063
IIFL Focused Equity Strategy Fund - Class S1 (NAV- P.Y. ₹ 11.2892)	10	-	-	833,333	8,333,333
IIFL Focused Equity Strategy Fund - Class S2 (NAV- P.Y. ₹ 12.1451)	10	-	-	833,333	8,333,333
IIFL Focused Equity Strategy Fund - Class S3 (NAV- P.Y. ₹ 10.7403)	10	-	-	833,333	8,333,334
IIFL Income Opportunities Series Debt Advantage - Class S (NAV- P.Y. ₹ 10.2633)	10	-	-	4,956,271	50,000,000
IIFL Select Series I - Class S (NAV- P.Y. ₹ 10.9935)	10	-	-	1,676,041	17,000,000
IIFL Select Equity Fund - Class S (NAV- P.Y. ₹ 10.0000)	10	-	-	2,000,000	20,000,000
IIFL Special Opportunities Fund - Class S (NAV- P.Y. ₹ 10.0154)	10	-	-	1,250,000	12,500,000
IIFL Income Opportunities Series Regular Income - Class S (NAV- P.Y. ₹ 10.0076)	10	-	-	3,695,652	36,956,522
IIFL Re Organize India Equity Fund (NAV- P.Y. ₹ 10.0378)	10	-	-	2,500,000	25,000,000
Iron Pillar Fund 1 Class A (NAV- ₹ 100.00, P.Y. ₹ NIL)	100	291,118	29,111,800	-	-
				-	-
Sub-Total (B)			59,984,863		1,202,316,085
Grand Total (A+B)			760,706,799		1,388,916,085
Aggregate Book Value of Quoted Investments			-		-
Aggregate Book Value of Unquoted Investments			760,706,799		1,388,916,085
Aggregate Market Value of Quoted Investments			-		-



Note 15. Deferred tax assets:

In compliance with Accounting Standard 22 on 'Accounting for Taxes on Income' the Company has taken (credit) of ₹ 7,060,837 (P.Y. ₹ 81,301,293) in the Statement of Profit and Loss towards deferred tax asset (net) during the year on account of timing differences

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Deferred Tax Assets		
On Provision for standard assets	96,784,810	36,993,409
On Employee Benefits	1,410,161	110,802
On Long Term Capital Loss	-	5,963
On Provision for diminution of Investments	-	45,344,645
Sub Total	98,194,971	82,454,819
Deferred Tax Liabilities		
On Depreciation	(222,960)	(153,969)
On MTM on Options	(8,610,324)	-
Sub Total	(8,833,284)	(153,969)
Total	89,361,687	82,300,850

Note 16. Long Term Loans and Advances :

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Loans & Advances		
- Secured, considered good (Refer Note 16.1)	16,889,249,905	12,278,953,753
- Unsecured, considered good	530,000,000	352,241,378
Less : Provision for doubtful Loans	-	-
Sub total	17,419,249,905	12,631,195,131
Others loans & advances		
Secured Considered good		
- Deposit with The Clearing Corporation of India Ltd (CCIL)	22,200,000	-
Sub total	22,200,000	-
Unsecured Considered good		
- Deposits (Refer Note 36)	200,000	200,000
- Prepaid Expenses	3,700,852	-
- Advance Tax (Net of provisions for tax ₹ 515,000,000, P.Y Nil)	6,768,098	-
- Others	350	350
Sub total	10,669,300	200,350
Total	17,452,119,205	12,631,395,481

Note 16.1- These loans and advances are secured or partly secured against shares/ bonds / debentures or other securities and property

Note 17. Other Non-Current Assets :

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Receivable on Market linked products	113,524,524	56,606,330
Total	113,524,524	56,606,330



IIFL WEALTH FINANCE LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 18. Current Investments: (At lower of Cost and Market Value unless stated otherwise):

(Amount in ₹)

Particulars	Face Value in ₹	As at March 31, 2018		As at March 31, 2017	
		Number	Amount	Number	Amount
Unquoted, Non-Trade Investments					
Investment in Equity Shares					
Shankara Building Products Limited	10	-	-	36,577	16,825,420
Subtotal (A)			-		16,825,420
Alternate Investment Funds					
IIFL Cash Opportunities Fund (NAV- ₹ 12.0819, P.Y. ₹ 11.3851)	10	30,731,165	371,290,857	375,197,826	4,271,664,771
IIFL Income Opportunities Fund (NAV- P.Y. ₹ 0.6567)	10	-	-	57,057,309	41,762,398
IIFL Income Opportunities Fund Series – Special Situation– Class B (NAV- P.Y. ₹ 9.6751)	10	-	-	932,923	8,133,504
IIFL Income Opportunities Series Debt Advantage - Class S (NAV- P.Y. ₹ 10.2633)	10	-	-	41,224,092	420,213,655
IIFL Real Estate Fund(Domestic) Series 1 - Class A (NAV- P.Y. ₹ 16.0223)	10	-	-	136,067	2,181,195
IIFL Real Estate Fund(Domestic) Series 1 - Class C (NAV- P.Y. ₹ 16.0223)	10	-	-	2,025,000	32,461,358
IIFL Real Estate Fund(Domestic) Series 3 - Class B (NAV- P.Y. ₹ 10.6369)	10	-	-	970,964	10,377,279
IIFL Real Estate Fund(Domestic) Series 3 - Class C (NAV- P.Y. ₹ 9.2645)	10	-	-	3,680,000	35,536,288
IIFL Seed Venture Fund- Class B (NAV- P.Y. ₹ 15.5103)	10	-	-	7,206,866	89,748,507
Malabar Value Fund (NAV- ₹ 128.8825, P.Y. ₹ 108.088)	100	855,838	100,000,000	386,786	40,000,000
IIFL Income Opportunities Series Regular Income - Class A3 (NAV- P.Y. ₹ 10.0076)	10	-	-	196,304,348	1,963,043,532
ICICI Prudential Real Estate AIF II Class A (NAV- ₹ 100.00, P.Y. ₹ NIL)	100	728,196	75,339,120	-	-
Subtotal (B)			546,629,977		6,915,122,478
Quoted, Non-Trade Investments					
Mutual Funds:					
IIFL Liquid Fund - Regular Plan Growth (NAV- ₹ 1365.5016 P.Y. ₹1284.9729)	1,000	8	10,000	8	10,000
IIFL India Growth Fund -Direct Plan - Growth (NAV- ₹ 14.4562, P.Y. ₹13.2428)	10	278,028	3,081,579	278,028	3,081,579
HDFC Liquid Fund - Growth Option (NAV- ₹ 3410.5605, P.Y. ₹ 3208.9181)	1,000	17,459	56,498,067	8,806	27,998,366
IIFL India Growth Fund - Regular Plan - Growth Option (NAV- ₹ 13.9045, P.Y. ₹ 13.2428)	10	7,013,459	100,000,000	38,378,812	500,000,000
IIFL Dynamic Bond Fund - Regular Plan - Growth Option (NAV- ₹ 13.9193, P.Y. ₹ 12.9627)	10	3,107,375	40,000,000	3,107,375	40,000,000
HDFC Charity Fund For Cancer Cure - Debt Plan - Regular Option - 50% Dividend Payout Option (NAV- ₹ 10.0278, P.Y. ₹ 10.0265)	10	1,000,000	10,000,000	1,000,000	10,000,000
Bharti Axa Treasury Advantage Fund-Retail Growth Plan (NAV- ₹ 2099.2449, P.Y. ₹ Nil)	1000	381,089	800,000,000	-	-
DSP Blackrock Mutual Fund Liquidity Fund Insti Plan Growth (NAV- ₹ 2,485.3203, P.Y. ₹ Nil)	10	19,071	44,797,823	-	-
Sub Total (C)			1,054,387,469		581,089,945



IIFL WEALTH FINANCE LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2018

Debentures and Bonds					
ECL Finance Ltd B9C603 Option C 10-April-17	100,000	-	-	100	10,931,300
Corporation Bank SR-II 10.28 LOA Perpetual FVRS10LAC	1,000,000	-	-	1,500	1,500,000,000
Bank Of India SR-I 11 BD Perpetual FVRS10LAC	1,000,000	1,073	1,129,478,593	1,336	1,406,434,286
Allahabad Bank SR-I 11.15 LOA Perpetual FVRS10LAC	1,000,000	-	-	275	275,000,000
Andhra Bank SR-III 10.99 LOA Perpetual FVRS10LAC	1,000,000	-	-	1,385	1,440,802,600
Bank Of India SR-III 11.5 BD Perpetual FVRS10LAC	1,000,000	-	-	12	12,955,546
IDBI Bank Limited SR-II 10.75 BD Perpetual FVRS10LAC	1,000,000	-	-	1,417	1,468,926,172
Oriental Bank Of Commerce SR-2 10.95 BD Perpetual FVRS10LAC	1,000,000	-	-	1,400	1,457,226,000
Punjab National Bank SR-VII 9.15 LOA Perpetual FVRS10LAC	1,000,000	-	-	500	487,084,000
State Bank Of India SR-1 9 BD Perpetual FVRS10LAC	1,000,000	215	219,774,075	203	210,144,987
State Bank Of India SR-III 8.39 BD Perpetual FVRS10LAC	1,000,000	938	933,509,754	730	721,425,080
Syndicate Bank SR-I 11.25 LOA Perpetual FVRS10LAC	1,000,000	-	-	20	21,339,180
Syndicate Bank SR-III 11.25 LOA Perpetual FVRS10LAC	1,000,000	-	-	683	726,659,486
Vijaya Bank SR-IV 10.49 LOA Perpetual FVRS10LAC	1,000,000	-	-	300	303,995,100
Punjab National Bank SR-VIII 8.95 LOA Perpetual FVRS10LAC	1,000,000	100	98,144,700		
State Bank Of India SR-IV 8.15 BD Perpetual FVRS10LAC	1,000,000	50	48,453,900		
Less: Diminution			(8,004,491)		(157,228,312)
Subtotal (D)			2,421,356,531		9,885,695,425
Others					
IRB Invt Fund		16,640,000	1,538,560,903		-
Less: Diminution			(173,415,303)		-
Subtotal (E)			1,365,145,600		-
Grand Total {A+B+C+D+E}			5,387,519,577		17,398,733,268
Aggregate Book Value of Quoted Investments			4,840,889,600		10,466,785,370
Aggregate Book Value of Unquoted Investments			546,629,977		6,931,947,898
Aggregate Market Value of Quoted Investments			4,848,273,300		10,476,197,310

Note:

Market Value of Investments in quoted mutual funds represents Net Asset Value (NAV) of the units issued by the mutual funds



Note 19. Trade Receivables:

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Trade Receivables outstanding for a period less than six months from the date they were due for payment		
- Considered good	5,593,545	857,159,289
- Considered doubtful	-	-
Total	5,593,545	857,159,289

Note 20. Cash and Cash equivalents:

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Cash and Cash Equivalents (As per AS 3 Cash Flow Statements)		
Cheques on hand	-	8,430,297
Balance with Banks:		
- In Current accounts	89,232,785	4,763,217,651
- In Fixed Deposits (Original Maturity less than 3 months)	280,000,000	-
Total Cash & Cash Equivalents (a) (As per AS-3 Cash Flow Statements)	369,232,785	4,771,647,948
Other Bank Balances:		
In Fixed Deposits (Original maturity more than 3 months but upto 12 months)		
- Under Lien for Overdraft facility	1,250,000,000	2,490,000,000
- Others	10,000,000	5,000,000
Total Other Bank Balances (b)	1,260,000,000	2,495,000,000
Total (a + b)	1,629,232,785	7,266,647,948

Note 21. Short Term Loans & advances

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Loans & Advances		
- Secured, considered good (Refer Note 16.1)	46,924,092,964	21,197,880,280
- Unsecured, considered good	2,667,703,723	2,334,713,100
Less : Provision for doubtful Loans	-	-
Sub-total	49,591,796,687	23,532,593,380
Others loans & advances		
Secured Considered good		
Lending under CBLO	2,500,000,000	-
Less: Unexpired discount	1,273,324	-
Sub-total	2,498,726,676	-
Unsecured Considered good		
Prepaid Expenses	6,716,783	5,503,468
Deposits	250,000	250,000
Service tax/Goods and Service tax input credit	1,651,780	1,078,069
Other Receivables *	-	6,785,701
Receivable from Group Companies (Refer Note 36)	438,236	33,050
InterCorporate Deposits to Related parties (Refer Note 36)	1,898,841,196	-
Sub-total	1,907,897,995	13,650,288
Sub-total	4,406,624,671	13,650,288
Total	53,998,421,358	23,546,243,668

* includes receivable from related party ₹ Nil (P.Y ₹ 109,356) - Refer Note 36

Note 22. Other Current Assets

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest accrued but not due on Investments	124,716,573	450,008,649
Interest accrued and due on Investments	-	5,037,485
Interest accrued but not due on Fixed Deposits	16,767,534	34,001,491
Interest accrued and due on Loans	1,330,255,538	485,120,605
Income accrued on AIF	13,994,174	21,794,437
Other Receivables *	10,427,978	-
Option Premium Paid (Refer Note 38)(iii)	49,750,350	-
Total	1,545,912,147	995,962,667

* includes receivable from related party ₹ 442,756 (P.Y ₹ Nil) - Refer Note 36



Note 23. Revenue from Operations:

(Amount in ₹)

Particulars	2017-2018	2016-2017
Interest Income		
- On Loans	5,279,916,280	2,584,626,760
- On Current Investments	1,130,763,127	564,041,548
- On Long Term Investments	22,113,823	21,450,803
- On Inter-Corporate Deposits (Refer Note 36)	30,636,578	92,635,203
- On Fixed Deposits	152,888,523	106,070,386
- On Others	1,390,245	-
Profit from sale of Current investments	351,208,791	543,810,804
Profit/(Loss) from Derivatives	(62,664,276)	-
Income/Gains from Mutual Fund- Current	487,752,399	417,751,012
Dividend Income	10,407,275	8,016,269
Distribution income from AIF	269,506,762	149,501,768
Commission Income	4,050,013	-
Fees Income		
- Processing Fees	15,397,589	35,376,099
- Distribution Fees	136,365,831	91,438,330
Total	7,829,732,960	4,614,718,982

Note 24. Other Income:

(Amount in ₹)

Particulars	2017-2018	2016-2017
Interest on Income Tax Refund	37,550	-
Total	37,550	-

Note 25. Employee Benefit Expenses:

(Amount in ₹)

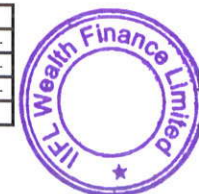
Particulars	2017-2018	2016-2017
Salaries and Bonus	175,089,804	281,895,411
Contribution to Provident Fund and Other Funds (Refer Note 25.2)	2,511,997	1,230,407
Gratuity Expense (Refer Note 25.1)	1,183,416	493,784
Compensated Absences	1,405,000	410,597
Staff Welfare Expenses	33,163	110,547
Total	180,223,380	284,140,746

Note 25.1 The Company is recognising and accruing the employee benefit expenses as per accounting standard (AS) – 15 on “Employee Benefits” as specified u/s 133 of the Companies Act 2013, the disclosures of which are as under:

(Amount in ₹)

Assumptions	2017-2018	2016-2017
Discount rate	7.80%	7.26%
Salary Escalation	7.50%	5%
Attrition Rate	For service 4 years and below 15% p.a. & thereafter 7.50% p.a.	For Service 4 years and below 7.5% p.a. & thereafter 5% p.a.
Change in Benefit Obligation	2017-2018	2016-2017
Liability at the beginning of the year	645,334	-
Liability transferred in	818,494	261,140
Liability transferred out	(16,755)	(109,590)
Benefit paid	-	-
Actuarial (gain)/ Loss on obligations	1,183,416	493,784
Liability at the end of the year	2,630,489	645,334
Amount Recognised in the Balance Sheet	2017-2018	2016-2017
Liability at the end of the year	2,630,489	645,334
Fair Value of Plan Assets at the end of the year	-	-
Differences	-	-
Amount of Liability/ (Asset) Recognised in the Balance Sheet	2,630,489	645,334
Expenses Recognised in the Income Statement	2017-2018	2016-2017
Current Service cost	625,736	645,334
Interest Cost	46,851	-
Actuarial (Gain) or Loss	510,829	(151,550)
Expenses Recognised in the Statement of Profit & Loss Account	1,183,416	493,784
Balance Sheet Reconciliation	2017-2018	2016-2017
Opening Net liability	645,334	-
Expense as above	1,183,416	493,784
Net Transfer In	818,494	261,140
Net Transfer Out	(16,755)	(109,590)
Employers contribution	-	-
Liability/(Asset) Recognised in Balance sheet	2,630,489	645,334

Experience Adjustment	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
Present Value of the Obligation	2,630,489	645,334	-	-	-
Fair Value of Plan Assets	-	-	-	-	-
(Surplus) or Deficit	-	-	-	-	-



IIFL WEALTH FINANCE LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2018

Experience Adjustment	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
Actuarial (Gains)/ Losses on Obligations - Due to Experience	354,853	(151,550)	-	-	-
Actuarial Gains/ (Losses) on Plan Assets - Due to Experience	-	-	-	-	-

Note: The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

Note 25.2 Defined Contribution Plans:

The Company has recognised the following amounts as an expense and included in the Employee Benefit Expenses.

(Amount in ₹)		
Particulars	2017-2018	2016-2017
Contribution to Provident Fund	2,506,388	1,224,435
Contribution to ESIC	5,537	5,936
Contribution to Labour Welfare Fund	72	36
Total	2,511,997	1,230,407

Note 26. Other expenses:

(Amount in ₹)		
Particulars	2017-2018	2016-2017
Brokerage Related Expenses	1,974,842	354,091
Bank charges	94,834	54,662
Advertisement	63,307	-
Communication	2,324,433	2,389,357
Donation	240,400	141,250
Electricity charges	1,137,867	1,861,394
Direct Operating Expenses	17,949,190	9,640,469
Exchange & statutory charges	87,592	122,276
Legal & professional fees	25,565,816	12,298,680
Miscellaneous expenses	-	9,293
Office expenses	(189,682)	2,395,697
Postage & Courier	106,646	431,432
Printing & stationery	661,899	1,466,573
Manpower Outsource Expenses	40,812,116	27,419,855
Rent	15,136,328	11,827,911
Insurance	430,024	-
Rates and taxes	5,502,147	4,878,505
Commission and Sitting fees paid to Director	3,086,962	355,574
Repairs & Maintenance	58,607	279,677
Remuneration to Auditors:		
- Audit fees (net of Service Tax/Goods and Service tax)	1,200,000	1,200,000
- Other service (net of Service Tax/Goods and Service tax)	300,000	300,000
- Service Tax/Goods and Service tax	120,000	12,250
- Certification expenses	332,284	140,700
- Out of pocket expenses	216,900	-
Software charges & Technology Cost	2,830,503	6,206,205
Travelling & conveyance	6,296,278	5,931,713
Corporate Social Responsibility Expenses (Refer Note 37)	10,756,498	260,800
Total	137,095,791	89,978,364

Note 27. Finance Charges:

(Amount in ₹)		
Particulars	2017-2018	2016-2017
Discount on Commercial Papers	2,967,669,005	1,778,114,587
Interest on Inter-corporate Deposits (Refer Note 36)	231,169,869	23,546,481
Interest on Debentures *	2,032,398,464	509,301,618
Interest on delayed payment of Taxes	2,248	513,839
Interest on Others	17,631,965	1,125,811
Other Borrowing costs	57,325,626	47,669,968
Total	5,306,197,177	2,360,272,304

* includes net MTM of ₹ 983,877,571/-(P.Y ₹127,642,790/-) on market linked products

Note 28. Provision and Write Off :

(Amount in ₹)		
Particulars	2017-2018	2016-2017
Charge for diminution in value of Investments (Net)	24,435,069	167,228,312
Mark to Market on Option Contracts (Net)	(36,961,470)	12,321,120
Contingent Provision against Standard assets	148,700,000	125,247,992
Total	136,173,599	304,797,424



Note 29. Basic and Diluted Earnings Per Share

Basic and Diluted Earnings Per Share ["EPS"] computed in accordance with Accounting Standard (AS)-20 'Earnings per share' as specified u/s 133 of the Companies Act 2013.

(Amount in ₹)

Particulars		As at March 31, 2018	As at March 31, 2017
Basic EPS			
Profit after tax as per Statement of Profit and Loss	A	1,560,197,637	1,003,863,304
Weighted average number of equity shares outstanding	B	262,449,733	255,541,971
Basic EPS (Rupees)	A/B	5.94	3.93
Diluted EPS			
Profit after tax as per Statement of Profit and Loss	C	1,560,197,637	1,003,863,304
Weighted average number of equity shares outstanding	D	262,449,733	255,541,971
Diluted EPS (Rupees)	C/D	5.94	3.93
Face value per share		10	10

Note 30. The Company does not have any contingent liability not provided for, as on the balance sheet date.

Note 31. There are no pending litigations against the Company as on the balance sheet date.

Note 32. Undisbursed Sanctioned Loans:

As on the balance sheet date there were undisbursed sanctioned loans of ₹ 36,787,696,565/- (Previous Year ₹ 23,711,333,970/-). These undisbursed sanctioned amounts are cancellable at the option of the Company.

Note 33. Capital and Other Commitments:

At the balance sheet date, the total outstanding commitments capital expenditure amounts to ₹ 55,652,580 (Previous Year ₹ 1,136,729,353)

Note 34. The Company operates from and uses the premises, infrastructure and other facilities and services as provided to it by its holding Company/group companies, which are termed as 'Shared Services'. Hitherto, such shared services consisting of administrative and other revenue expenses paid for by the Company were identified and recovered/recoverable from the Company based on reasonable management estimates, which are constantly refined in the light of additional knowledge gained relevant to such estimation. These expenses are recovered on an actual basis and the estimates are used only where actual expenses were difficult to determine.

Note 35. Segment Reporting:

In the opinion of the management, there is only one reportable business segment (Financing & Investing) as envisaged by Accounting Standard - 17 'Segment Reporting', as prescribed under section 133 of the Act. Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company. Secondary segment based on geography has not been presented as the Company operates primarily in India and the Company perceives that there is no significant difference in its risk and returns in operating from different geographic areas within India.



Note 36. Disclosures in respect of applicability of AS – 18 Related Party Disclosures:

(a) Related parties where control exists:

Nature of relationship	Name of party
Ultimate Holding Company	IIFL Holdings Limited
Holding Company	IIFL Wealth Management Limited
Fellow Subsidiaries	IIFL Investment Adviser and Trustee Services Limited IIFL Asset Management Limited IIFL Trustee Limited IIFL Alternate Asset Advisors Limited IIFL Distribution Services Limited IIFL Private Wealth Management (Dubai) Limited IIFL (Asia) Pte. Limited IIFL Inc. IIFL Private Wealth Hong Kong Limited IIFL Asset Management (Mauritius) Limited (Formerly IIFL Private Wealth (Mauritius) Ltd) IIFL Private Wealth (Suisse) SA IIFL Securities Pte. Limited IIFL Capital (Canada) Limited IIFL Capital Pte. Limited
Group Companies	India Infoline Limited India Infoline Commodities Limited India Infoline Finance Limited India Infoline Media and Research Services Limited India Infoline Housing Finance Limited India Infoline Insurance Brokers Limited India Infoline Management Services Limited (formerly India Infoline Insurance Services Limited) IIFL Wealth (UK) Limited IIFL Capital Inc. India Infoline Foundation IIFL Properties Private Limited 5 Paisa Capital Limited IIFL Facilities Services Limited Samasta Microfinance Limited Ayusha Dairy Private Limited Clara Developers Private Limited IIFL Asset Reconstruction Limited
Key Management Personnel	Mr. Himanshu Jain – Whole Time Director
Other related Parties	Mr. Karan Bhagat Mr. Yatin Shah- Non-executive Director Mr. Amit Shah Mrs. Piyusha Jain Mrs. Shilpa Bhagat Mrs. Ami Shah Mrs. Dhara Shah Probability Sports LLP Naykia Realty Private Limited Kyrush Investments India Alternatives Investment Advisors Private Limited (Fellow Subsidiary Upto March 31, 2017) Yatin Investment

Nature of Transaction	Holding Company/ Ultimate Holding Co.	Fellow Subsidiaries	Group Companies	Key Managerial Person	Other Related Parties	Total
Share Capital Issued						
IIFL Wealth Management Limited	- (103,333,330)	-	-	-	-	- (103,333,330)
Share Premium						
IIFL Wealth Management Limited	- (516,666,670)	-	-	-	-	- (516,666,670)
Purchase of Investments						
IIFL Wealth Management Limited	185,341	-	-	-	-	185,341
IIFL Alternate Asset Advisors Limited	-	58,235 (253,093,440)	-	-	-	58,235 (253,093,440)



IIFL WEALTH FINANCE LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2018

Redemption of NCD						
IIFL Wealth Management Limited	-	-	-	-	-	-
	(500,000,000)	-	-	-	-	(500,000,000)
Sell of Investments						
IIFL Wealth Management Limited	-	-	-	-	-	-
	(2,750,000,000)	-	-	-	-	(2,750,000,000)
Karan Bhagat	-	-	-	-	-	-
	-	-	-	-	(42,622,000)	(42,622,000)
Yatin Shah	-	-	-	-	-	-
	-	-	-	-	(10,000,187)	(10,000,187)
Remuneration to Director						
Himanshu Jain	-	-	-	23,165,503	-	23,165,503
	-	-	-	(6,909,006)	-	(6,909,006)
Yatin Shah	-	-	-	-	75,000	75,000
	-	-	-	-	-	-
Interest Income on NCD						
IIFL Wealth Management Limited	-	-	-	-	-	-
	(2,613,878)	-	-	-	-	(2,613,878)
Interest Income						
India Infoline Finance Limited	-	-	-	-	-	-
	-	-	(637,792)	-	-	(637,792)
India Infoline Housing Finance Limited	-	-	-	-	-	-
	-	-	(197,836)	-	-	(197,836)
Yatin Investments	-	-	-	-	-	-
	-	-	-	-	(2,827,342)	(2,827,342)
Yatin Shah	-	-	-	-	1,081,918	1,081,918
	-	-	-	-	-	-
Karan Bhagat	-	-	-	-	452,055	452,055
	-	-	-	-	-	-
Loan Given						
Yatin Investments	-	-	-	-	-	-
	-	-	-	-	(1,366,873,700)	(1,366,873,700)
Yatin Shah	-	-	-	-	150,000,000	150,000,000
	-	-	-	-	-	-
Karan Bhagat	-	-	-	-	150,000,000	150,000,000
	-	-	-	-	-	-
Loan Recd Back						
Yatin Investments	-	-	-	-	-	-
	-	-	-	-	(1,366,873,700)	(1,366,873,700)
Yatin Shah	-	-	-	-	150,000,000	150,000,000
	-	-	-	-	-	-
Karan Bhagat	-	-	-	-	150,000,000	150,000,000
	-	-	-	-	-	-
ICD Given						
IIFL Investment Adviser & Trustee Services Limited	-	363,000,000	-	-	-	363,000,000
	-	(2,901,200,000)	-	-	-	(2,901,200,000)
5 Paisa Capital Limited	-	-	-	-	-	-
	-	-	(200,000,000)	-	-	(200,000,000)
IIFL Alternate Asset Advisors Limited	-	2,720,000,000	-	-	-	2,720,000,000
	-	(4,352,000,000)	-	-	-	(4,352,000,000)
IIFL Asset Management Limited	-	1,062,989,020	-	-	-	1,062,989,020
	-	(6,890,000,000)	-	-	-	(6,890,000,000)
IIFL Wealth Management Limited	12,338,330,000	-	-	-	-	12,338,330,000
	(9,612,500,000)	-	-	-	-	(9,612,500,000)
India Infoline Limited	-	-	-	-	-	-
	-	-	(500,000,000)	-	-	(500,000,000)
ICD Recd Back						
IIFL Investment Adviser & Trustee Services Limited	-	363,000,000	-	-	-	363,000,000
	-	(2,901,000,000)	-	-	-	(2,901,000,000)
5 Paisa Capital Limited	-	-	-	-	-	-
	-	-	(200,000,000)	-	-	(200,000,000)
IIFL Alternate Asset Advisors Limited	-	1,260,000,000	-	-	-	1,260,000,000
	-	(4,352,000,000)	-	-	-	(4,352,000,000)
IIFL Asset Management Limited	-	912,989,020	-	-	-	912,989,020
	-	(6,890,000,000)	-	-	-	(6,890,000,000)
IIFL Wealth Management Limited	12,049,488,805	-	-	-	-	12,049,488,805
	(9,612,500,000)	-	-	-	-	(9,612,500,000)
India Infoline Limited	-	-	-	-	-	-
	-	-	(500,000,000)	-	-	(500,000,000)



IIFL WEALTH FINANCE LIMITED

Notes forming part of Financial Statements for the year ended March 31, 2018

ICD Taken						
India Infoline Finance Limited	-	-	-	-	-	-
	-	-	(1,500,000,000)	-	-	(1,500,000,000)
IIFL Distribution Services Limited	-	-	-	-	-	-
	-	(20,000,000)	-	-	-	(20,000,000)
IIFL Investment Adviser & Trustee Services Limited	-	-	-	-	-	-
	-	(340,000,000)	-	-	-	(340,000,000)
IIFL Facilities Services Limited	-	-	-	-	-	-
	-	-	(500,000,000)	-	-	(500,000,000)
IIFL Alternate Asset Advisors Limited	-	-	-	-	-	-
	-	(1,022,000,000)	-	-	-	(1,022,000,000)
IIFL Asset Management Limited	-	464,000,000	-	-	-	464,000,000
	-	(1,175,000,000)	-	-	-	(1,175,000,000)
IIFL Wealth Management Limited	140,795,000,000	-	-	-	-	140,795,000,000
	(1,750,000,000)	-	-	-	-	(1,750,000,000)
ICD Repaid						
India Infoline Finance Limited	-	-	-	-	-	-
	-	-	(1,500,000,000)	-	-	(1,500,000,000)
IIFL Distribution Services Limited	-	-	-	-	-	-
	-	(20,000,000)	-	-	-	(20,000,000)
IIFL Investment Adviser & Trustee Services Limited	-	-	-	-	-	-
	-	(340,000,000)	-	-	-	(340,000,000)
IIFL Facilities Services Limited	-	-	-	-	-	-
	-	-	(500,000,000)	-	-	(500,000,000)
IIFL Alternate Asset Advisors Limited	-	-	-	-	-	-
	-	(1,022,000,000)	-	-	-	(1,022,000,000)
IIFL Asset Management Limited	-	464,000,000	-	-	-	464,000,000
	-	(1,175,000,000)	-	-	-	(1,175,000,000)
IIFL Wealth Management Limited	140,795,000,000	-	-	-	-	140,795,000,000
	(1,750,000,000)	-	-	-	-	(1,750,000,000)
Interest Income on ICD						
IIFL Investment Adviser & Trustee Services Limited	-	512,218	-	-	-	512,218
	-	(7,195,342)	-	-	-	(7,195,342)
5 Paisa Capital Limited	-	-	-	-	-	-
	-	-	(801,644)	-	-	(801,644)
IIFL Alternate Asset Advisors Limited	-	3,463,287	-	-	-	3,463,287
	-	(26,888,416)	-	-	-	(26,888,416)
IIFL Asset Management Limited	-	928,494	-	-	-	928,494
	-	(22,893,890)	-	-	-	(22,893,890)
IIFL Wealth Management Limited	25,732,577	-	-	-	-	25,732,577
	(34,705,225)	-	-	-	-	(34,705,225)
India Infoline Limited	-	-	-	-	-	-
	-	-	(150,685)	-	-	(150,685)
Interest Expense on ICD						
India Infoline Finance Limited	-	-	-	-	-	-
	-	-	(3,452,055)	-	-	(3,452,055)
IIFL Distribution Services Limited	-	-	-	-	-	-
	-	(337,534)	-	-	-	(337,534)
IIFL Investment Adviser & Trustee Services Limited	-	-	-	-	-	-
	-	(409,863)	-	-	-	(409,863)
IIFL Facilities Services Limited	-	-	-	-	-	-
	-	-	(452,055)	-	-	(452,055)
IIFL Alternate Asset Advisors Limited	-	-	-	-	-	-
	-	(8,504,357)	-	-	-	(8,504,357)
IIFL Asset Management Limited	-	236,136	-	-	-	236,136
	-	(2,705,685)	-	-	-	(2,705,685)
IIFL Wealth Management Limited	230,933,736	-	-	-	-	230,933,736
	(7,684,932)	-	-	-	-	(7,684,932)
Interest Expense on NCD						
IIFL Wealth Management Limited	6,822,364	-	-	-	-	6,822,364
	-	-	-	-	-	-
Brokerage Expense						
IIFL Wealth Management Limited	1,304,844	-	-	-	-	1,304,844
	-	-	-	-	-	-
Manpower Expense						
IIFL Distribution Services Limited	-	37,536,016	-	-	-	37,536,016
	-	(26,895,461)	-	-	-	(26,895,461)
Guest House Rent Expense						
IIFL Properties Private Limited	-	-	-	-	-	-
	-	-	(575,000)	-	-	(575,000)
IIFL Management Services Limited	-	-	435,000	-	-	435,000
	-	-	-	-	-	-
IIFL Facilities Services Limited	-	-	240,000	-	-	240,000
	-	-	-	-	-	-



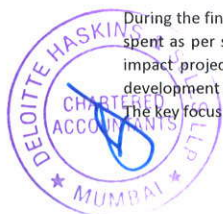
IIFL WEALTH FINANCE LIMITED
Notes forming part of Financial Statements for the year ended March 31, 2018

Corporate Social Responsibility (CSR)						
India Infoline Foundation	-	-	10,756,498	-	-	10,756,498
	-	-	(260,800)	-	-	(260,800)
Other funds paid						
IIFL Wealth Management Limited	7,841,960	-	-	-	-	7,841,960
	(2,221,942)	-	-	-	-	(2,221,942)
IIFL Distribution Services Limited	-	57,701	-	-	-	57,701
	-	-	-	-	-	-
India Infoline Limited	-	-	8,504	-	-	8,504
	-	-	(7,204)	-	-	(7,204)
Other funds received						
IIFL Wealth Management Limited	17,955	-	-	-	-	17,955
	(225,753)	-	-	-	-	(225,753)
IIFL Asset Management Limited	-	71,023	-	-	-	71,023
	-	-	-	-	-	-
IIFL Distribution Services Limited	-	1,082,072	-	-	-	1,082,072
	-	-	-	-	-	-
India Infoline Finance Limited	-	-	-	-	-	-
	-	-	(17,066)	-	-	(17,066)
India Infoline Limited	-	-	-	-	-	-
	-	-	(210,820)	-	-	(210,820)
Allocation / Reimbursement of expenses Paid						
India Infoline Limited	-	-	-	-	-	-
	-	-	(1,000,000)	-	-	(1,000,000)
IIFL Holdings Limited	500,000	-	-	-	-	500,000
	-	-	-	-	-	-
IIFL Distribution Services Limited	-	480,496	-	-	-	480,496
	-	(504,022)	-	-	-	(504,022)
IIFL Wealth Management Limited	21,774,058	-	-	-	-	21,774,058
	(24,758,528)	-	-	-	-	(24,758,528)

(h) Amount due to / from related parties (Closing Balances):						
Nature of Transaction	Holding Company	Fellow Subsidiaries	Group Companies	Key Managerial Personnel	Other Related Parties	Total
Sundry payables						
IIFL Distribution Services Limited	-	3,741,022	-	-	-	3,741,022
	-	(4,058,428)	-	-	-	(4,058,428)
IIFL Properties Private Limited	-	-	-	-	-	-
	-	-	(115,500)	-	-	(115,500)
IIFL Wealth Management Limited	9,492,796	-	-	-	-	9,492,796
	(10,483,229)	-	-	-	-	(10,483,229)
IIFL Holdings Limited	580,000	-	-	-	-	580,000
	-	-	-	-	-	-
Sundry receivables						
India Infoline Finance Limited	-	-	-	-	-	-
	-	-	(17,066)	-	-	(17,066)
India Infoline Limited	-	-	-	-	-	-
	-	-	(15,984)	-	-	(15,984)
IIFL Asset Management Limited	-	105,236	-	-	-	105,236
	-	-	-	-	-	-
IIFL Alternate Asset Advisors Limited	-	333,000	-	-	-	333,000
	-	-	-	-	-	-
IIFL Investment Adviser & Trustee Services Limited	-	200,000	-	-	-	200,000
	-	(200,000)	-	-	-	(200,000)
Receivables from Broker						
IIFL Wealth Management Limited	146,864	-	-	-	-	146,864
	(109,356)	-	-	-	-	(109,356)
India Infoline Limited	-	-	262,620	-	-	262,620
	-	-	-	-	-	-
India Infoline Commodities Limited	-	-	33,272	-	-	33,272
ICD Given						
IIFL Wealth Management Limited	288,841,195	-	-	-	-	288,841,195
	-	-	-	-	-	-
IIFL Asset Management Limited	-	150,000,000	-	-	-	150,000,000
	-	-	-	-	-	-
IIFL Alternate Asset Advisors Limited	-	1,460,000,000	-	-	-	1,460,000,000
	-	-	-	-	-	-

Note 37. Corporate Social Responsibility:

During the financial year 2017-18, the Company has spent ₹ 10,756,498/- (Previous Year ₹ 260,800/-) as against ₹ 10,756,498 /-(Previous Year ₹ 260,800) required to be spent as per section 135 of the Companies Act 2013 in respect of Corporate Social Responsibility (CSR). The Company was focused on implementing long term high impact projects approved by the CSR Committee. IIFL Group is committed to supporting development of the country by contributing to achieving the sustainable development goals and all its activities are directed towards this. Going forward these projects will be consolidated and scaled to achieve a larger and deeper impact. The key focus areas includes maintenance of environmental sustainability, education and health areas.



Note 38. Disclosure as required under Annexure XII of RBI Directions:**i. Capital Adequacy Ratio:**

(₹ in Crore)

Particulars	As at March 31, 2018	As at March 31, 2017
CRAR (%)	21.92	30.52
CRAR - Tier I Capital (%)	17.02	24.04
CRAR - Tier II Capital (%)	4.90	6.48
Amount of subordinate debt raised as Tier- II capital	410.40	293.50
Amount raised by issue of perpetual debt Instruments.	150.00	150.00

ii. Disclosure of Investments:

(₹ in Crore)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
(1)	Value of Investments		
	(i) Gross value of Investments		
	(a) In India	633.99	1,895.48
	(b) Outside India	-	-
	(ii) Provision for depreciation/diminution		
	(a) In India	19.17	16.72
	(b) Outside India	-	-
	(iii) Net value of Investments		
(a) In India	614.82	1,878.76	
(b) Outside India	-	-	
(2)	Movement of provisions held towards depreciation on investments.		
	(i) Opening Balance	16.72	-
	(ii) Add: Provision made during the year	18.17	16.72
	(iii) Less: Write -off / write-back of excess provisions during the year	15.72	-
	(iv) Closing balance	19.17	16.72

iii. Derivatives

a) The company has not entered into any forward rate agreement/Interest rate swap

b) The company has not entered into any Exchange Traded Interest Rate derivatives

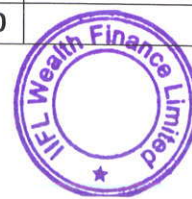
c) Disclosure of Risk Exposure in Derivatives

The Company undertakes transactions in derivative products in the role of a user with counter parties. The Company deals in derivatives for balance sheet management i.e. hedging its liabilities and assets exposure. All derivatives are accounted in accordance with Guidance Note on Accounting for Derivative Contracts issued by the Institute of Chartered Accountants of India.

Dealing in derivatives is carried out by the treasury department of the Company. The department is also responsible for assessing counterparty and market risk. The Company has put in place policy framework which cover various aspects of derivatives business.

Options Contract Outstanding as at 31st March 2018:

Option Contract	As at March 31, 2018	As at March 31, 2017
Total Premium Carried forward on Buy Option (Net of Provisions)	49,750,350	10,766,730
Total Premium Carried forward on Sell Option (Net of Provisions)	-	10,810,050
Net Receivable/(Payable)	49,750,350	(43,320)



iv. The Company has not securitised any of its exposures during the year (Previous Year: Nil).

v. Asset Liability management maturity pattern- March 31, 2018:

(₹ in Crore)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 year	Over 3 year & upto 5 year	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances *	1,244.16	718.89	269.08	998.60	2,063.62	1,596.64	-	-	6,890.99
Investments	247.07	155.17	136.51	-	-	70.07	-	6.00	614.82
Borrowings	1,294.60	1,169.50	1,766.21	139.44	-	675.79	526.83	1,107.01	6,679.38
Foreign currency assets	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-

* Advances includes Intercompany deposit of 189.89 crore.

Note: In computing the above information, certain estimates, assumptions and adjustments have been made by the Management and relied upon by the auditors.

Asset Liability management maturity pattern- March 31, 2017:

(₹ in Crore)

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 year	Over 3 year & upto 5 year	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances	148.28	544.41	206.39	442.77	1,011.41	1,193.12	70.0	-	3,616.38
Investments	475.86	-	196.31	-	1,067.71	18.66	-	120.23	1,878.77
Borrowings	547.2	2,453.8	-	109.4	154.8	321.9	-	1,660.0	5,246.9
Foreign currency assets	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-

vi. Exposure to Real Estate Sector:

(₹ in Crore)

Sr. no.	Category	March 31, 2018	March 31, 2017
a) Direct Exposure			
(i)	Residential Mortgages-		
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	170.47	119.47
(ii)	Commercial Real Estate-		
	Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure shall also include non-fund based limits	153.60	127.36
(iii)	Investments in Mortgage Backed Securities (MBS) and other securitized exposures-		
	a. Residential	-	-
	b. Commercial Real Estate	-	-
b.) Indirect Exposure			
Total Exposure to Real Estate Sector *		324.07	246.83

* The above does not include aggregate accrued interest of ₹ 8.70 crore (P.Y ₹ 8.46 crore)



vii. Exposure to Capital Market:

(₹ in Crore)

Sr. no.	Category	March 31, 2018	March 31, 2017
(i)	Direct investment in equity shares, convertibles bonds, convertible debentures and unit of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	10.31	118.00
(ii)	Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investments in shares (including IPOs/ ESOPs), convertible bonds, convertible debentures, and unit of equity-oriented mutual funds;	1,335.33	513.59
(iii)	Advances for any other purpose where shares or convertible bonds or convertibles debentures or units of equity-oriented mutual funds are taken as primary security;	3,585.66	1,867.79
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or unit or equity-oriented mutual funds i.e. where the primary security other than shares/ convertible bonds / convertible debentures / units of equity-oriented mutual funds does not fully cover the advances;	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbroker and market makers;	110.42	47.04
(vi)	Loan sanctioned to corporates against the security of shares/bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii)	Bridge loans to companies against expected equity flows/issues;	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)**	-	-
Total Exposure to Capital Market *		5,041.72	2,546.42

* The above does not include aggregate accrued interest of ₹ 91.03 crore (P.Y ₹ 36.52 crore)

** The above does not include Investments in Alternate Investment fund of ₹ 60.66 crore (P.Y ₹ 811.74 crore)

viii. Details of financing of parent company products.

There is no financing of parent company products during the current year

ix. As at the respective month ends during the year, the Company has not exceeded the prudential exposure limits in respect of Single Borrower and Group Borrower.

x. Unsecured Advances

The Company has not obtained any intangible security towards the unsecured advances.

xi. Registration obtained from other financial sector regulators

The company has obtained the 'Corporate Agency License for Composite Insurance' from Insurance Regulatory and Development Authority of India (IRDAI) during the financial year 2016-17.

xii. Details of penalties imposed by RBI or other regulators:

- No penalty has been imposed during the year.
- Comments received in writing from Reserve Bank of India or any other regulator on regulatory compliances have been appropriately addressed.



xiii. Details of Credit Ratings:

A) Ratings assigned by Credit Rating Agencies: (₹ in Crore)

Rating Agency	Product	Amount	Rating Assigned
ICRA	Commercial Paper	5,500	"[ICRA]A1+"
ICRA	Non-Convertible Debenture	300	"[ICRA]AA"
ICRA	Market Linked Debentures	2750	"[ICRA]AA"
ICRA	Subordinated Debentures	500	"[ICRA]AA"
CRISIL	Commercial Papers	4,800	CRISIL A1+

xiv. Directors Remuneration

(₹ in Crore)

Particulars	2017-2018	2016-2017
Commission and sitting fees	0.31	0.07
Total	0.31	0.07

xv. Details of Provisions and Contingencies :

(₹ in Crore)

Particulars	2017-2018	2016-2017
Provision for depreciation on Investment	2.45	16.72
Provision towards NPA	-	-
Other Provision and Contingencies:		
Bad debts written off/(back)	-	-
Mark to Market on Option contracts	(3.70)	1.23
Provision for standard assets	14.87	12.53
Total	13.62	30.48
Provision made towards Income Tax	50.79	57.10

xvi. Draw Down from Reserves :

The Company has not made any drawdown from existing reserves.

xvii. Details of concentration of deposits, advances, exposures & NPA:

a) Concentration of Advances:

(₹ in Crore)

Particulars	2017-2018	2016-2017
Total advances to twenty largest borrowers *	2,307.11	1,876.01
Percentage of advances to twenty largest borrowers to total advances	33.76%	51.19%

* Advances includes Interest accrued on loans

b) Concentration of Exposures:

(₹ in Crore)

Particulars	2017-2018	2016-2017
Total exposure to twenty largest borrowers / customers *	2,307.11	1,876.01
Percentage of exposure to twenty largest borrowers / customers to total exposure	33.76%	51.19%

* Exposure comprises of only Loans and Interest accrued on loans

c) Concentration of NPAs:

The Company does not have any NPAs as at 31st March 2018 (Previous Year Nil).

d) Details of Sector wise NPA:

The Company does not have any NPAs as at 31st March 2018 (Previous Year Nil).

xviii. Movement of NPAs:

The Company does not have any NPAs as at 31st March 2018 (Previous Year Nil).



xix. Disclosure of Complaints:

Sr. No.	Particulars	2017-2018	2016-2017
i	Number of complaints pending at the beginning of year	-	-
ii	Number of complaints received during the year	-	6
iii	Number of complaints redressed during the year	-	6
iv	Number of complaints pending at the end of the year	-	-

Customer complaints details as given above are as identified by the Company and relied upon by the auditors

xx. The Company does not have any Overseas Assets

xxi. The Company has not sponsored any Off-Balance Sheet SPVs

Note 39. Disclosure of restructured accounts:

The Company does not have any Restructured Accounts

Note 40. Asset classification:

(₹ in Crore)

Particulars	Outstanding Balance	Provision
Standard Assets	6,701.10	27.70
	(3616.38)	(12.83)
Sub-Standard Assets	-	-
	(-)	(-)
Doubtful Assets	-	-
	(-)	(-)
Loss Assets	-	-
	(-)	(-)
Total	6,701.10	27.70
	(3616.38)	(12.83)

Note:

- a. In terms of RBI circular a general provision of ₹ 27.70 crore (Previous Year ₹ 12.83 crore) has been made at 0.40 % (Previous year @ 0.35%) of the standard assets under the head 'Contingent Provision on Standard Assets' in Note 7 .
- b. Figures in bracket represent previous year's figures.

Note 41. Particulars as per paragraph 18 of RBI Directions:**Liabilities Side****1. Loans and advances availed by the NBFCs inclusive of interest accrued there on but not paid:****Current year**

(₹ in Crore)

Particulars	Amount outstanding	Amount overdue
(a) Debentures:		
Secured	2,030.53	-
Unsecured (Other than falling within the meaning of public deposits)	593.83	-
(b) Deferred credits	-	-
(c) Term loans	-	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial Paper	4,189.26	-
(f) Public Deposits	-	-
(g) Other Loans (Overdraft)	10.59	-



Previous year		(₹ in Crore)	
Particulars	Amount outstanding	Amount overdue	
(a) Debentures:			
Secured	1,850.31		-
Unsecured (Other than falling within the meaning of public deposits)	446.64		-
(b) Deferred credits	-		-
(c) Term loans	-		-
(d) Inter-corporate loans and borrowings	-		-
(e) Commercial Paper	3,000.90		-
(f) Public Deposits	-		-
(g) Other Loans (Overdraft)	-		-

**2. Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :
Current year** (₹ in Crore)

Particulars	Amount Outstanding	Amount overdue
a) In the form of Unsecured debentures	-	-
b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
c) Other public deposits	-	-

Previous year		(₹ in Crore)	
Particulars	Amount Outstanding	Amount overdue	
a) In the form of Unsecured debentures	-		-
b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-		-
c) Other public deposits	-		-

Assets Side

3. Break – up of Loans and Advances including Bills Receivables [Other than included in (4) below]:
(₹ in Crore)

Amount Outstanding	2017-2018	2016-2017
Assets Side:		
(a) Secured	6,381.33	3,347.68
(b) Unsecured	319.77	268.70

4. Break- up of leased assets and stock on hire and other assets counting towards AFC activities:
(₹ in Crore)

Particulars	2017-2018	2016-2017
(i) Lease assets including lease rentals under sundry debtors		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other Loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-



5. Break-up of Investments:

(₹ in Crore)

Particulars	2017-2018	2016-2017
Current Investments :		
1 Quoted :		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	242.14	988.57
(iii) Units of mutual funds	105.44	58.11
(iv) Government Securities	-	-
(v) Others	136.51	-
2 Unquoted:		
(i) Shares:		
(a) Equity	-	1.68
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Units of Alternate Investment Funds	54.66	691.51
Long Term Investments :		
1 Quoted :		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2 Unquoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	70.07	18.66
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Units of Alternate Investment Funds	6.00	120.23

6. Borrower Group-wise Classification of all assets financed as in (3) and (4) above:

Current Year

(₹ in Crore)

Category	Amount Net of Provisions		
	Secured	Unsecured	Total
1. Related Parties			
a) Subsidiaries	-	-	-
b) Companies in the same group	-	-	-
c) Other related parties	-	-	-
2. Other than related parties	6,381.33	319.77	6,701.10
Total	6,381.33	319.77	6,701.10




Previous Year

(₹ in Crore)

Category	Amount Net of Provisions		
	Secured	Unsecured	Total
1. Related Parties			
a) Subsidiaries	-	-	-
b) Companies in the same group	-	-	-
c) Other related parties	-	-	-
2. Other than related parties	3,347.68	268.70	3,616.38
Total	3,347.68	268.70	3,616.38

7. Investor group wise classification of all investments (Current and Long Term) in shares and securities (Both quoted and unquoted):

Current Year

(₹ in Crore)

Category	Market Value/ breakup or fair value or NAV	Book value (Net of provisions)
1 Related Parties		
a) Subsidiaries	-	-
b) Companies in the same group	-	-
c) Other related parties	-	-
2 Other than related parties	617.24	614.82
Total	617.24	614.82

Previous year

(₹ in Crore)

Category	Market Value/ breakup or fair value or NAV	Book value (Net of provisions)
1 Related Parties		
a) Subsidiaries	-	-
b) Companies in the same group	-	-
c) Other related parties	-	-
2 Other than related parties	1,894.58	1,878.76
Total	1,894.58	1,878.76

8. Other information:

(₹ in Crore)

Particulars	2017-2018	2016-2017
(i) Gross Non-Performing Assets		
a) Related parties	-	-
b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
a) Related parties	-	-
b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-



Note 42. Previous year's figures are regrouped, reclassified and rearranged wherever considered necessary to confirm to current year's presentation.

For and on behalf of Board of Directors

Himanshu Jain
Whole Time Director
and Chief Executive Officer
(DIN: 02052409)

Yatin Shah
Non-executive
Director
(DIN: 03231090)

Mihir Nanavati
Chief Financial Officer

Manoj Gujran
Company Secretary

Place : Mumbai

Dated : 3rd May 2018

