

IIFL INC

Financial Statements For the year Ended

March 31, 2017

And Independent Auditors' Report



Shrinivas, Elliott & Eday LLP
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See audit

IIFL INC

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Signed CH



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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
IIFL, Inc.

We have audited the accompanying statement of financial condition of IIFL, Inc., (the Company) as of March 31, 2017, and the related statements of income, changes in stockholders' equity and cash flows for the year then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that 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. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

3/28/17

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of IIFL, Inc as of March 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Shrinivas Elliott & Eday LLP CPAs

New York, NY
April 16, 2017

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IIFL INC

Statement of Financial Condition March 31, 2017

	In USD 2017	In USD 2017
Assets		
Current Assets		
Cash and Cash Equivalent		563,202
Accounts receivable		96,397
Deposit		71,866
Prepaid Expenses		6,147
Deferred Tax Asset		154,717
Total Current Assets		892,329
Furniture & Equipment	71,927	
Less: Accumulated Depreciation	<u>(68,933)</u>	
		2,994
Total Assets		895,323
Liabilities & Stockholder's Equity		
Current Liabilities		
Accrued Expenses		152,519
Accounts Payable		1,746
Others		2,924
Total Liabilities		157,189
Stockholder's Equity		
Common stock 1000 shares authorized, \$0.01 par value		
140 shares issued and outstanding		1
Additional paid-in capital/ share premium		1,029,499
Retained Deficit		-291,366
Total Stockholder's Equity		738,134
Total Liabilities & Stockholder's Equity		895,323

See Independent Auditors' Report and notes to financial statements.

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IIFL INC

Statement of operations for the year ended March 31, 2017

In USD
2017

	In USD 2017
Revenues	
Advisory Services Income	392,983
Referral Fees	300,000
Interest & other	249
Total revenues	693,232
Operating Expenses	
Rent	64,195
Professional Fees	33,869
Telephone Expense	10,877
Depreciation Expense	1,639
Audit Fee	12,000
Office Supplies	4,915
Postage and Delivery	2,247
Dues and Subscriptions	2,170
Bank Service Charges	168
Insurance Expense	33,763
Printing & Stationary	1,052
Compensation & benefits	500,690
Travel	74,580
License & Registration	1,000
Taxes, others	119
Business Promotion	9,709
Miscellaneous Expense	13,194
Total Expenses	766,187
Income before income taxes	(72,955)
Less Provision (refund) of income taxes	-
Net Income	(72,955)

See Independent Auditors' Report and notes to financial statements.

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See audit report

IIFL INC

Statement of changes in stockholder's equity for the year ended March 31, 2017

Particulars	Amount in USD
Stockholder's Equity April 1, 2016	811,089
Net Income / (Loss)	(72,955)
Stockholder's Equity March 31, 2017	738,134

See Independent Auditors' Report and notes to financial statements.

(5)

See also SFAS

IIFL INC

Statement of Cash Flows for the year ended March 31, 2017

Particulars	In USD 2017
Operating Activities	
Net income/ (Loss)	(72,955)
Adjustments to reconcile net income to net cash	
Depreciation	1,639
Changes in Workings Capital	
Decrease in Accounts Receivable	273,727
Decrease in Due to related party	(13,653)
Decrease in Accounts payable	(7,460)
Increase in Prepaid Expenses	(3,261)
Increase in Deposit	(322)
Increase in Accrued Expenses	71,610
Net Cash provided by operating activities	249,325
Investing Activities	
Purchase of furniture & fixture	(2,249)
Net Cash used by investing activities	(2,249)
Net Increase in Cash	247,076
Cash at beginning of year	316,126
Cash at end of year	563,202

See Independent Auditors' Report and notes to financial statements.

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See next page

IIFL INC

Notes to Financial Statements March 31, 2017

1. ORGANIZATION AND NATURE OF BUSINESS

IIFL, Inc. (the "Company") is a wholly owned subsidiary of IIFL Wealth Management Limited (IIFLW), a public limited company incorporated in India. IIFLW acquired the entire equity share capital of IIFL Inc. from IIFL Holdings Limited (formerly known as India Infoline Limited), on June 18, 2014, an internal transfer within IIFL Group. IIFLW is subsidiary of IIFL Holdings Limited and accordingly IIFL Holdings Limited continues to be ultimate holding company of IIFLW.

The Company was incorporated on January 30, 2008 under the laws of the State of New York and is registered with the Securities and Exchange Commission ("SEC") as an Investment Advisor.

The Company focuses its investments in the South East Asian markets, with primary focus on India and Singapore.

Pursuant to Securities Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, the Company has registered itself as Category II - Foreign Portfolio Investor.

The Company also provides investment advice to its clients on investments in South East Asian markets, with a focus on India and Singapore. The Company also provides India investment related compliance and related advisory services to its clients and inter alia advises them on registration formalities for obtaining FPI license in India, which will enable its clients to invest into India, through the portfolio investment route. The Company's clients are predominately comprised of hedge funds, investment managers and banks.

Prior to July 9, 2013 the Company was also a SEC registered broker-dealer and a member of the Financial Industry Regulatory Authority ("FINRA"). On July 9, 2013 FINRA granted the continuing membership application of the Company wherein the Company requested approval of an asset transfer to a new entity through succession and amendment to the Form BD pursuant to NASD Rule 1017. As a result the Company's status as a SEC registered broker-dealer and member of FINRA was transferred to I I F L Capital, Inc., a company under common ownership.

On February 18, 2014 the parent changed its name from India Infoline Limited to IIFL Holdings Limited.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company keeps its books and prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Estimates

The presentation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Advisory fees are generally recorded when earned and contractually due. Research fees are recorded when such fees are reasonably determinable or as received.

Concentration of Credit Risk

The Company maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk for cash.

See accompanying independent auditors' report.

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IIFL, Inc.

Notes to Financial Statements March 31, 2017 (Continued)

Cash Equivalents

For purposes of the statement of cash flows, the Company considers highly liquid investments, with original maturities of 90 days or less, that are not held for sale in the ordinary course of business to be cash equivalents.

Furniture and equipment

Furniture and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the respective asset class as follows:

Asset Class	Useful life (years)
Office furniture and equipment	5
Computers	3

Translation of foreign currencies

The Company's functional currency is the U.S. dollar. Assets and liabilities denominated in foreign currencies, if any, are translated based on the current rates of exchange at each balance sheet date, while income statement accounts are translated based on the rates of exchange at the time of each transaction. Gains or losses resulting from foreign currency transactions, if any, are included in net income.

Advertising costs

Advertising costs, if any, are charged to expenses as incurred. The Company incurred no advertising costs for the year ended March 31, 2017.

Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for expected future tax consequences of events that have been included in the financial statements. Under this method deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year the differences are expected to reverse. The effect of the change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

3. INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the deferred tax asset as of March 31, 2017 are as follows:

Classified as current:	
Deferred tax asset	\$154,717
Less: valuation allowance	-
Net deferred tax asset	\$154,717

Income tax

The Company has not provided a valuation reserve against the deferred tax asset since management believes it is more likely that the full amount of the benefit will be realized in the future.

The provision for income taxes on the accompanying statement of operations differs from the amount computed by applying the combined federal and state statutory rate of 40% to the loss before income taxes due to the following:

- The Company's year-end for financial reporting is March 31, however its yearend for tax purposes is December 31.

See accompanying independent auditors' report.

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See attached

IIFL, Inc.

Notes to Financial Statements March 31, 2017 (Continued)

- Differences in depreciation for tax purposes.
- Differences in treatment of meals and entertainment expenses for tax purposes

3. INCOME TAXES (CONTINUED)

As of March 31, 2017, the Company has available unused net operating loss carry forwards that may be applied against future taxable income and that expire as follows:

Year of Expiration	Amount
2031	139,715
2034	96,079
2035	151,001
2036	85,348

The Company files income tax returns in the U.S. federal, state and local jurisdictions. With few exceptions, the Company is no longer subject to-examination by federal, state and local tax authorities for years before 2013.

4. RELATED PARTY TRANSACTIONS

During the year ended March 31, 2017, the Company has provided advisory and compliance services to IIFL Private Wealth (Mauritius) Ltd., a company under common ownership, for USD 300,000 (25,000 pm). Such amount is included in the accompanying statement of operations.

During the year ended March 31, 2017 the Company paid expenses of \$75,122 on behalf of IIFL Capital, Inc. At the same time IIFL Capital INC has paid expenses on behalf of the company amounting to \$54,299. The same was duly received before 31st March 2017.

5. COMMITMENTS AND CONTINGENCIES

The Company has obligations under an operating lease with initial non-cancelable terms in excess of one year. Aggregate annual rental for office space at March 31, 2017 is as listed below:

Year Ending March 31:	Amount
2018	122,941

6. SUSEQUENT EVENTS

The Company evaluated subsequent events through April 16, 2017, the date its financial statements were available to be issued. The Company did not identify any material subsequent events requiring adjustment to or disclosure in its financial statements.

See accompanying independent auditors' report.

See LLPCA