



**IIFL**  
FINANCE

**IIFL FINANCE LIMITED**



(Please scan this QR code to view the Abridged Prospectus)

IIFL Finance Limited (the "Company" or "Issuer") was incorporated at Mumbai on October 18, 1995 as a private limited company with the name Probity Research & Services Private Limited under the provisions of the Companies Act, 1956. The status of our Company was changed to a public limited company and our name was changed to IIFL Holdings Limited, and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on May 23, 2000. The name of our Company was further changed to India Infoline Limited, and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on March 23, 2001. Thereafter, the name of our Company was changed to IIFL Finance Limited and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on May 24, 2019. Also, our Company has obtained a Certificate of Registration dated March 06, 2020 bearing Registration No. N-132386 issued by the Reserve Bank of India ("RBI") to commence the business of a non-banking financial institution without accepting public deposits under Section 45 IA of the RBI Act, 1934. Our Company is a Non-Banking Finance Company- Middle Layer ("NBFC-ML"). For details of the changes in name of our Company, see "General Information" beginning on page 61 of the Shelf Prospectus and page 22 of the Tranche I Prospectus.

**Registered Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC Thane Industrial Area, Wagholi Estate, Thane – 400 604, Maharashtra, India; **Tel:** +91 22 4103 5000; **Fax:** +91 22 2580 6654  
**Corporate Office:** 802, 8<sup>th</sup> Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai – 400 069, Maharashtra, India; **Tel:** +91 22 6788 1000; **Fax:** +91 22 6788 1010; **CIN:** L67100MH1995PLC093797; **PAN:** AABC10745G; **Website:** www.iifl.com; **Email:** csteam@iifl.com  
**Company Secretary and Compliance Officer:** Samrat Sanyal; **Tel:** +91 22 6788 1000; **Email:** csteam@iifl.com • **Chief Financial Officer:** Kapish Jain; **Tel:** +91 22 6788 1000; **Email:** kapish.jain@iifl.com

Link to download Abridged Prospectus: [https://storage.googleapis.com/iifl-finance-storage/files/investor/offer-documents/IIFL\\_Finance\\_Limited\\_Abridged\\_Prospectus\\_2025.pdf](https://storage.googleapis.com/iifl-finance-storage/files/investor/offer-documents/IIFL_Finance_Limited_Abridged_Prospectus_2025.pdf)

THE ISSUE

PUBLIC ISSUE BY THE COMPANY OF UPTO 50,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES"), AMOUNTING UP TO ₹ 100 CRORE ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION OF UPTO ₹ 400 CRORE ("GREEN SHOE OPTION") AGGREGATING UP TO ₹ 500 CRORE ("TRANCHE I ISSUE SIZE" OR "TRANCHE I ISSUE"). THE TRANCHE I ISSUE SIZE IS WITHIN THE SHELF PROSPECTUS DATED MARCH 29, 2025 ("SHELF PROSPECTUS") WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED MARCH 29, 2025 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED MARCH 29, 2025 ("SHELF PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGES AND SEBI. THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS. THE TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON – CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED (THE "COMPANIES ACT, 2013") TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR, AS AMENDED FROM TIME TO TIME. THE TRANCHE I ISSUE IS NOT UNDERWRITTEN.

OUR PROMOTERS

Our promoters: (i) Mr. Nirmal Bhanwarlal Jain; **Email:** csteam@iifl.com; **Tel:** +91 22 6788 1000 and (ii) Mr. R Venkataraman; **Email:** csteam@iifl.com; **Tel:** +91 22 6788 1000. For further details see "Our Promoters" on page 252 of the Shelf Prospectus.

Credit Rating: "Crisil AA/Stable" (pronounced as Crisil double A rating with Stable outlook) by Crisil Ratings Limited and "[ICRA] AA (Stable)" by ICRA Limited

**TRANCHE I ISSUE PROGRAMME\***

**Tranche I Issue Opens on: Monday, April 07, 2025**

**Tranche I Issue Closes on: Wednesday, April 23, 2025**

\*The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in the Tranche I Prospectus. The Company may, in consultation with the Lead Managers, consider closing the Tranche I Issue on such earlier date or extended date (subject to a minimum period of two working days and a maximum period of ten working days from the date of opening of the Tranche I Issue and subject to not exceeding thirty days from filing the Tranche I Prospectus with ROC including any extensions), as may be decided by the Board of Directors of the Company or Finance Committee thereof, subject to relevant approvals, in accordance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Tranche I Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers or electronic modes such as online newspapers or website of the issuer or the stock exchange in which pre-issue advertisement for opening of the Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) or one Working Day post the Tranche I Issue Closing Date or such extended time as may be permitted by the Stock Exchange. For further details please see "General Information" on page 23 of the Tranche I Prospectus.

Allotment on First Come First Serve Basis\*

#Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with the Stock Exchange, in each Portion subject to the Allocation Ratio indicated at the section titled "Issue Procedure – Basis of Allotment" at page 202 of the Tranche I Prospectus. However, on the date of oversubscription and thereafter, the allotments should be made to the applicants on proportionate basis in accordance with SEBI NCS Master Circular.

THE FOLLOWING IS A SUMMARY OF THE TERMS OF THE NCDs TO BE ISSUED PURSUANT TO THE TRANCHE I PROSPECTUS:

Series	I	II	III	IV	V	VI*	VII	VIII	IX
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual
Minimum Application									
Face Value/ Issue Price of NCDs (₹/ NCD)									
In Multiples of thereafter (₹)									
Type of instrument									
Tenor (in months)	15	15	24	24	36	36	36	60	60
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	9.00%	NA	9.30%	NA	9.35%	9.75%	NA	9.60%	10.25%
Effective Yield (% per annum) for NCD Holders in Category I, II, III & IV	9.06%	9.00%	9.30%	9.30%	9.76%	9.74%	9.75%	10.03%	10.24%
Mode of Interest Payment									
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	1,000	1,113.67	1,000	1,194.65	1,000	1,000	1,322.28	1,000	1,000
Maturity / Redemption Date (Months from the Deemed Date of Allotment)	15	15	24	24	36	36	36	60	60
Nature of indebtedness									
Put and Call Option									

\*The Company shall allocate and allot Series VI NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

1. With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.

2. With respect to Series where interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under monthly Series will be made at the time of redemption of the NCDs. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

3. Subject to applicable tax deducted at source, if any.

4. Please refer to Annexure C of the Tranche I Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

**ASBA\***

Simple, Safe Smart way of Application!!!

Mandatory in public issue.  
No cheque will be accepted.

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

**UPI**

UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN.

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹5,00,000, applying through Designated Intermediaries, SCBs or through the BSE Direct App / NSE goBID / Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 171 of the Tranche I Prospectus. List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). HDFC Bank Limited has been appointed as Sponsor Bank for the Tranche I Issue, in accordance with the requirements of the SEBI Operational Circular dated August 10, 2021, as amended on UPI mechanism.

**CORRIGENDUM NOTICE TO THE SHELF PROSPECTUS DATED MARCH 29, 2025 AND TRANCHE I PROSPECTUS DATED MARCH 29, 2025 ISSUED TO THE PUBLIC ("CORRIGENDUM")**

This Corrigendum should be read along with the Shelf Prospectus dated March 29, 2025 ("Shelf Prospectus") and Tranche I Prospectus ("Tranche I Prospectus") dated March 29, 2025 (collectively, "Prospectus") filed with the Registrar of Companies, Maharashtra, Mumbai ("RoC"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together with BSE, the "Stock Exchanges") and SEBI. All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Prospectus.

Investors may please note the following amendment to the Tranche I Prospectus:

i. Date of the Tranche I Prospectus mentioned on the cover page of the Tranche I Prospectus should be read as March 29, 2025.

ii. Table indicating breakup of Tranche I Issue expenses under the section titled "Objects of the Tranche I Issue - Issue related expenses break-up" on page 34 of the Tranche I Prospectus shall stand replaced with the following:

Particulars	Amount (₹ in crore)*	As percentage of Tranche I Issue proceeds (in %)	As percentage of total expenses of the Tranche I Issue (in %)
Lead managers fees	0.45	0.09%	4.96%
Underwriting commission	-	0.00%	0.00%
Brokerage, selling commission and upload fees	6.79	1.36%	74.86%
Fee Payable to the registrars to the issue	0.08	0.02%	0.88%
Fees payable to the legal advisors	0.16	0.03%	1.76%
Advertising and marketing expenses	0.81	0.16%	8.93%
Fees payable to the regulators including stock exchanges.	0.43	0.09%	4.74%
Expenses incurred on printing and distribution of issue stationary	0.06	0.01%	0.66%
Any other fees, commission or payments under whatever nomenclature	0.29	0.06%	3.21%
<b>Grand Total</b>	<b>9.07</b>	<b>1.81%</b>	<b>100.00%</b>

Note: The above expenses are subject to applicable taxes as per the agreed terms of engagement with respective agency and excludes GST if any.

\*Assuming the Tranche I issue is fully subscribed, and our Company retains oversubscription as per the Issue Documents.

iii. Date of the in-principle approval from BSE mentioned under point 24 the section titled "Material Contracts and Documents for Inspection – Material Documents" on page 208 of the Tranche I Prospectus shall be replaced by November 19, 2024.

Accordingly, the abovementioned section of the Tranche I Prospectus stands replaced pursuant to this Corrigendum.

The above changes should be read in conjunction with the Shelf Prospectus and the Tranche I Prospectus. The information contained in this Corrigendum supplements the Shelf Prospectus and the Tranche I Prospectus and updates the information in the Tranche I Prospectus, as applicable. All references to the Tranche I Prospectus shall also include this Corrigendum.

A copy of this Corrigendum is being filed with the RoC in accordance with Section 26 and 31 of the Companies Act, 2013. The above change should be read in conjunction with the Prospectus. The information in this Corrigendum supplements the Prospectus and updates the information in the Prospectus, as applicable. All references to the Prospectus shall also include this Corrigendum. All capitalized terms used in this Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus. The Corrigendum is available on the websites of SEBI, Lead Managers, Stock Exchanges and the Company that is [www.sebi.gov.in](http://www.sebi.gov.in); [www.trustgroup.in](http://www.trustgroup.in); [www.nuvama.com](http://www.nuvama.com); [www.iiflcap.com](http://www.iiflcap.com); [www.bseindia.com](http://www.bseindia.com); [www.nseindia.com](http://www.nseindia.com) and [www.iifl.com](http://www.iifl.com).

NCDS ALLOTMENT WILL BE MADE IN DEMATERIALISED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGERS AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 127 OF THE TRANCHE I PROSPECTUS.

Information required under the Section 30 of Companies Act, 2013

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects of the Company, see "History and Main Objects" on page 215 of the Shelf Prospectus and Clause III (A) of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents For Inspection" on page 207 of the Tranche I Prospectus.

**LIABILITY OF MEMBERS:** Limited by Shares