

## Public Issue of Secured, Rated, Listed Redeemable NCDs

<b>Tranche I Issue Opens</b>	<b>Monday, April 7, 2025</b>
<b>Tranche I Issue Closes</b>	<b>Wednesday, April 23, 2025*</b>

*\*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). on 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 22 of the Tranche I Prospectus.*

### Issuer Overview:

- ▶ IIFL Finance Limited (“**IIFL**” or the “**Company**”) is a Systemically Important Non-deposit taking Non-Banking Financial Company (“**NBFC-ND-SI**”) registered with the RBI, catering to the credit requirements of a diverse customer base with its plethora of products;
- ▶ IIFL offerings include home loans, gold loans, MSME Secured Loan, MSME unsecured Loan, persona loan, Supply Chain Finance, Microfinance, Construction and Real Estate Finance and Capital Market Finance; catering to both retail and corporate clients;
- ▶ Subsidiaries of the Company are IIFL Home Finance Limited, IIFL Samasta Finance Limited (Formerly known as Samasta Microfinance Limited), IIFL Sales Limited and IIFL Open Fintech Private Limited.

### Widespread Network

As of December 31, 2024, the Company has a widespread network of 4,858 branches spanning the length and breadth of the country and the Company (along with its subsidiaries) has a strong workforce of 38,235 employees as of December 31, 2024.

### Strong Growth

As at December 31, 2024 and March 31, 2024, consolidated Assets Under Management were Rs. 71,410.19 Crores and Rs. 78,959.88 Crores respectively. The Company has GNPA of 2.42% and NNPA of 1.01% as a percentage of our consolidated Loan Book as on December 31, 2024. Additionally, as on December 31, 2024, 71.92% of the Company’s consolidated Loan Book is secured with adequate collaterals which helps mitigate risks further.

## Lead Managers to the Issue:

- Trust Investment Advisors Private Limited
- Nuvama Wealth Management Limited
- IIFL Capital Services Limited\* (Formerly known as IIFL Securities Limited)

\* IIFL Capital Services Limited (formerly known as IIFL Securities Limited) is deemed to be an associate of the Issuer as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, IIFL Capital Services Limited (formerly known as IIFL Securities Limited) would be involved only in marketing of the Issue and as per Regulation 25 (3) of SEBI NCS Regulations shall not issue a due diligence certificate.

## Terms and Conditions in connection with the Secured NCDs:

<b>Issuer</b>	IIFL Finance Limited
<b>Tranche I Issue Opens</b>	Monday, April 07, 2025
<b>Tranche I Issue Closes</b>	Wednesday, April 23, 2025**
<b>Registrar to the Issue</b>	MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)
<b>Debenture Trustee</b>	Vardhman Trusteeship Private Limited
<b>Allotment in case of oversubscription</b>	Full allotment of the NCDs to the applicant on first come first basis up to the date falling 1 (one) day prior to the date of oversubscription to the respective portion and proportionate allotment of NCDs to the Applicants on the date of oversubscription and thereafter in respective portion
<b>Issue Price</b>	Rs. 1,000 per NCD
<b>Face Value</b>	Rs. 1,000 per NCD
<b>Minimum Application</b>	Rs. 10,000/- (10 NCD) and in multiple of ₹ 1,000 (1 NCD) thereafter
<b>Base Issue</b>	Rs. 100 Crores
<b>Option to Retain Oversubscription Amount</b>	Rs. 400 Crores
<b>Tranche I Issue Size</b>	Rs. 500 Crores
<b>Nature of Indebtedness</b>	Secured
<b>Credit Ratings</b>	“Crisil AA/Stable” by Crisil Ratings Limited and “[ICRA] AA (Stable)” by ICRA Limited
<b>Issuance mode of the instrument</b>	In dematerialised form only
<b>Listing On</b>	BSE Limited (“ <b>BSE</b> ”) and National Stock Exchange of India Limited (“ <b>NSE</b> ”)
<b>Depositories</b>	CDSL and NSDL
<b>Trading mode of the instrument</b>	Compulsorily in dematerialised form

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## Specific terms for each of the Secured NCDs:

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	10,000 (10 NCDs) across all series								
Face Value/ Issue Price of NCDs (₹/ NCD)	1,000								
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)								
Type of instrument	Secured, Redeemable, Non-Convertible Debentures								
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	Through various modes								
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	Secured								
Put and Call Option	Not Applicable								

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

Note:

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 dated March 29, 2025 for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

## Investment Considerations:

- **Effective Yield** – 10.24% p.a. highest yield for Annual series with tenor of 60 months
- **Tenor and Frequency** - Tenors of 15 and 24 months available with various interest payment options like annual and cumulative. Tenors of 36 months available with various interest payment options like monthly, annual and cumulative. Tenor of 60 months available with monthly and annual interest payment options.
- **Listing**
  - Proposed to be listed on BSE and NSE. (NSE shall be the Designated Stock Exchange)
  - Trading will be in dematerialized form only
- **Taxation** - Subject to applicable tax deducted at source, if any
- **Safety** - Instrument rated Crisil AA/Stable by CRISIL Ratings Limited and [ICRA] AA (Stable) by ICRA Limited indicates that instruments with this rating have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk.
- Allotment in the public issue of debt securities will be made on the basis of date of upload of each application into the electronic book of stock exchange in accordance with SEBI Master Circular. However, on the date of oversubscription and thereafter, the allotment will be made to the applicants on proportionate basis. For further details, refer to section titled “*Issue Related Information*” on page 127 of the Tranche I Prospectus dated March 29, 2025.

## Allocation to category of the overall issue size:

Category	Investor type	Allocation
Category I	Institutional Portion	20% of the Tranche I Issue Size
Category II	Non-Institutional Portion	20% of the Tranche I Issue Size
Category III	High Net Worth Individual Investors Portion	30% of the Tranche I Issue Size
Category IV	Retail Individual Investors Portion	30% of the Tranche I Issue Size

## Application in the Issue:

Applicants shall apply in this Issue in dematerialized form only, through valid Application Form filled in by the Applicant along with attachment, as applicable. Further, All individual investors applying in public issue through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants), where the application amount is up to ₹ 5,00,000 shall only use UPI for the purpose of blocking of funds and provide his/ her bank account linked UPI ID in the bid-cum application form submitted with intermediaries and ASBA facility only. For further details refer to the chapter titled “*Issue Procedure – How to apply?*” on page 174 of the Tranche I Prospectus dated March 29, 2025 available on Company, Lead Managers and Stock Exchanges website.

## Investor Category:

### Category I (Institutional Investors)

- Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds and pension funds each with a minimum corpus of ₹ 25 crore, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;

- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDAI;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non-Banking Financial Companies;
- National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and
- Mutual funds registered with SEBI.

#### **Category II (Non Institutional Investors)**

- Companies within the meaning of Section 2(20) of the Companies Act, 2013;
- Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks;
- Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners; and
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons

#### **Category III (High Net Worth Individual Investors)**

Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Tranche I Issue.

#### **Category IV (Retail Individual Investors or Retail Individual Bidder(s) or RIB(s) applying through UPI)**

Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10,00,000 across all options of NCDs in the Tranche I Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than UPI Application Limit in any of the bidding options in the Tranche I Issue (including HUFs applying through their Karta and does not include NRIs) through UPI Mechanism.

*For further details, refer Shelf Prospectus dated March 29, 2025 and Tranche I Prospectus dated March 29, 2025 read with Corrigendum to the Tranche I Prospectus date April 2, 2025 available on Company, Lead Managers and Stock Exchanges website.*

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#### **DISCLAIMER:**

IIFL Finance Limited (“**Company**”), subject to market conditions, and other considerations, is proposing a public issue of secured redeemable non-convertible debentures and had filed a Shelf Prospectus dated March 29, 2025 (“**Shelf Prospectus**”) and has filed the Tranche I Prospectus dated March 29, 2025 (“**Tranche I Prospectus**”) and the Corrigendum to the Tranche I Prospectus dated April 2, 2025 (“**Corrigendum**”) (collectively the “**Prospectus**”) with the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) and Securities and Exchange Board of India (“**SEBI**”). The Prospectus is available on the website of the Company at <https://www.iifl.com/>, on the website of BSE at [www.bseindia.com](http://www.bseindia.com), on the website of NSE at [www.nseindia.com](http://www.nseindia.com), on the website of the lead managers at [www.trustgroup.in](http://www.trustgroup.in), [www.nuvama.com](http://www.nuvama.com), [www.iiflcap.com](http://www.iiflcap.com), and on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). Investors proposing to participate in the



Issue should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus, including the sections titled “Risk Factors” on page 23 of Shelf Prospectus and “Material Developments” on page 51 of the Tranche I Prospectus. The Issuer and the Lead Managers accept no responsibility for statements made otherwise than in the Prospectus or in the advertisement or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.

#### **DISCLAIMER CLAUSE OF BSE LIMITED**

It is to be distinctly understood that the permission given by BSE Limited should not in anyway be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the “Disclaimer Clause of the BSE Limited.”

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#### **DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM**

It is to be distinctly understood that the permission given by BSE Limited to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirements approved by BSE Limited; not does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

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#### **DISCLAIMER CLAUSE OF RBI**

The Company is having a valid certificate of registration dated March 6, 2020 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/ discharge of liability by the Company.

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