

September 22, 2021

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001.</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051.</b>
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**Subject: Filing of Tranche II Prospectus**

Dear Sir/Madam,

With reference to our earlier intimation dated July 01, 2020 and February 25, 2021, we would like to intimate that the Finance Committee of the Board of Directors of the Company at its meeting held on September 22, 2021 has approved the Tranche II Prospectus and the Company has filed the same on September 22, 2021 for the proposed public issue of Non-Convertible Debentures with the Registrar of Companies, Maharashtra, Mumbai (“ROC”), which is duly taken on record by ROC.

The Tranche II Issue consists of public issue by the Company of Secured Redeemable Non-Convertible Debentures of face value of ₹ 1,000 each (“**Secured NCDs/Debentures**”) for an amount aggregating upto ₹1,000 million (“**Base Issue Size**”) with an option to retain oversubscription upto ₹ 9,000 million amounting to ₹10,000 million (“**Tranche II Issue Limit**”) (“**Tranche II Issue**”) which is within the Shelf Limit of ₹ 50,000 million as per the Shelf Prospectus dated February 24, 2021.

The details as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, are provided as follows:

Sr. No.	Particulars	Remarks
1	Type of Security	Secured Redeemable Non-Convertible Debentures
2	Type of Issue	Public Issue
3	Issue Size	₹ 1,000 Million (“ <b>Base Issue</b> ”) with an option to retain over-subscription up to ₹ 9,000 Million, aggregating up to ₹10,000 Million
4	Proposed to be listed on	1) BSE Limited  2) National Stock Exchange of India Limited  BSE being the Designated Stock Exchange.
5	Tenor	Please refer to Annexure A
6	Deemed Date of allotment	Friday, October 22, 2021 (considering the Issue closing date to be October 18, 2021. If the Issue period is closed earlier or extended, the actual date of allotment shall change accordingly)

**IIFL Finance Limited (formerly known as IIFL Holdings Limited)**

**CIN No.: L67100MH1995PLC093797**

Corporate Office – 802, 8<sup>th</sup> Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069

Tel: (91-22) 6788 1000 .Fax: (91-22) 6788 1010

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000.

Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com

7	Redemption date	<p>Series I - Friday, October 20, 2023</p> <p>Series II - Friday, October 20, 2023</p> <p>Series III - Tuesday, October 22, 2024</p> <p>Series IV - Tuesday, October 22, 2024</p> <p>Series V - Thursday, October 22, 2026</p> <p>Series VI - Thursday, October 22, 2026</p> <p>Series VII – Thursday, October 22, 2026</p> <p>(If the deemed date of allotment changes, the interest payment dates and redemption dates shall change accordingly)</p>
8	Details of coupon/ interest offered, schedule of payment of coupon/interest and principal	Please refer to Annexure A
9	Charge/security, if any, created over the assets	<p>First <i>pari passu</i> charge on receivables of the Company, both present and future, book debts, loans and advances and current assets of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables present and/or future specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the Secured NCDs and interest thereon is maintained at all time until the Maturity Date.</p>
10	Special right/ interest / privileges attached to the instrument, and changes thereof	Please refer note on additional incentive given below**
11	Details of any letter or comments regarding payment /non-payment of interest, principal on due dates, or any other matter concerning the security and / or the assets along with it comments	N.A.

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	thereon, if any	
12	Details of redemption of debentures indicating the manner of redemption (whether out of profits or out of fresh issues) and debentures	N.A.
13	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;	N.A.
14	Any cancellation or termination of proposal for issuance of securities including reasons thereof	N.A.

The said Tranche II Issue opens on September 27, 2021 and closes on October 18, 2021 with an option of early closure or extension.

Kindly take the same on record and oblige.

Thanking You,  
Yours faithfully,

**For IIFL Finance Limited  
(Formerly known as IIFL Holdings Limited)**

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**Sneha Patwardhan  
Company Secretary**

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**Annexure - A**

The specific terms of Issue for Secured NCDs are set out below:

Series	I	II	III*	IV	V	VI	VII
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative
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)						
Tenor (months)	24	24	36	36	60	60	60
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	8.25%	NA	8.50%	NA	8.42%	8.75%	NA
Effective Yield (per annum) for NCD Holders in Category I, II, III & IV	8.25%	8.25%	8.49%	8.50%	8.75%	8.75%	8.75%
Mode of Interest Payment	Through various mode available						
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹1,000	₹1,171.80	₹1,000	₹1,277.60	₹1,000	₹1,000	₹1,521.41
Maturity / Redemption Date (Months from the Deemed Date of Allotment)	24	24	36	36	60	60	60
Put and Call Option	NA						

\*Our Company would allot the Series III secured NCDs, as specified in this Tranche II Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of Secured NCDs.

\*\*Note : For all Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or our group company, IIFL Home Finance Limited as the case may be, and/or are equity shareholder(s) of IIFL Finance Limited as the case may be, on the Deemed Date of Allotment applying in Series II, Series IV and/or VII, the maturity amount at redemption a long with the additional yield would be ₹ 1,177.30 per NCD, ₹ 1,286.45 per NCD and/or ₹ 1,539.00 per NCD respectively provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for redemption in respect of Series II, Series IV and/or Series VII.

The additional incentive will be maximum of 0.25% p.a. for all Category of Investors in the proposed Issue, who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or our group company, IIFL Home Finance Limited as the case may be, and/or are equity shareholder(s) of IIFL Finance Limited as the case may be, on the Deemed Date of Allotment.

On any relevant Record Date, the Registrar and/or our Company shall determine the list of the Primary holder(s) of this Issue and identify such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders) and make the requisite payment of additional incentive.

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The additional incentive will be given only on the NCDs allotted in this Issue i.e. to the Primary holder(s). In case if any NCD is bought/acquired from secondary market or from open market, additional incentive will not be paid on such bought/acquired NCD.

In case the Primary holder(s) sells/gifts/transfer any NCDs allotted in this Issue, additional incentive will not be paid on such sold/gifted/transferred NCD except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

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