

June 07, 2023

<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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**SUB: PUBLIC ISSUE BY IIFL FINANCE LIMITED OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF THE FACE VALUE OF ₹1,000 EACH FOR AN AMOUNT OF ₹ 300 CRORE (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹1,200 CRORE AGGREGATING TO ₹1,500 CRORE (“TRANCHE II ISSUE LIMIT”) (“TRANCHE II ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹5,000 CRORE BY WAY OF THE TRANCHE II PROSPECTUS DATED JUNE 2, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE ( “TRANCHE II PROSPECTUS”), WHICH SHALL BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2022 (“SHELF PROSPECTUS”). THE SHELF PROSPECTUS AND TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS (“PROSPECTUS”).**

Dear Sir/Madam,

In connection with the proposed Tranche II Issue, in terms of the Tranche II Prospectus filed with BSE Limited, National Stock Exchange of India Limited, Registrar of Companies and Securities and Exchange Board of India, and in accordance with Regulation 30(1) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI NCS Regulations**”), as amended, the Company has issued the pre-issue advertisement (“**Statutory Advertisement**”) dated June 06, 2023 and published the same on June 07, 2023 in the below mentioned English national daily and regional daily newspapers with wide circulation:

- Business Standard (in English and Hindi) and
- Tarun Bharat (in Marathi)

This intimation is issued in terms of Regulation 30 of the SEBI NCS Regulations and all other applicable provisions. Copies of the said Statutory Advertisement are annexed herewith for your records.

Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Prospectus.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

**For IIFL Finance Limited**

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**Sneha Patwardhan**  
**Company Secretary**

**Encl: As above**

**IIFL Finance 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

This is an advertisement issued to the public, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



## IIFL FINANCE LIMITED

IIFL Finance Limited (the "Company" or "Issuer") was incorporated at Mumbai on October 18, 1995 as a private limited company with the name "Probit 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 "Probit Research & Services Limited" pursuant to a fresh certificate of incorporation dated on April 28, 2000 issued by the Registrar of Companies, Maharashtra, Mumbai. The name of our Company was subsequently changed to "India Infoline Com 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 Holdings Limited", and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on February 18, 2014. 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-13.02386 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 Systemically Important Non-Deposit taking Non-Banking Finance Company ("NBFC"). For more information about the Company, please refer "General information" on page 46 of the Tranche II Prospectus and "History and Main Objects" on page 144 of the Tranche II Prospectus.

**Registered Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604, Maharashtra, India; Tel: +91 22 4103 5000; Fax: +91 22 2580 6654; PAN: AABCIO7456; Website: www.iifl.com; CIN: L67100MH1995PLC093797  
**Corporate Office:** 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069, Maharashtra, India; Tel: +91 22 6788 1000; Fax: +91 22 6788 1010;  
**Chief Financial Officer:** Kapish Jain; Email: kapish.jain@iifl.com; Tel: +91 22 6788 1000;  
**Company Secretary and Compliance Officer:** Sneha Patwardhan; Email: csteam@iifl.com; Tel: +91 22 6788 1000

### OUR PROMOTERS

Mr. Nirmal Bhanwarlal Jain; Email: csteam@iifl.com; Tel: +91 22 6788 1000 and Mr. R Venkataraman; Email: csteam@iifl.com; Tel: +91 22 6788 1000. For details of our Promoters, please refer to the section "Our Promoters" on page 172 of the Tranche II Prospectus.

**PUBLIC ISSUE BY IIFL FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDs" OR "DEBENTURES") FOR AN AMOUNT OF ₹300 CRORE ("BASE ISSUE SIZE") WITH A GREEN SHOE OPTION OF UP TO ₹1,200 CRORE AMOUNTING TO ₹1,500 CRORE ("TRANCHE II ISSUE LIMIT") ("TRANCHE II ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹5,000 CRORE AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED JUNE 2, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE ("TRANCHE II PROSPECTUS") WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2022 ("SHELF PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"), THE SHELF PROSPECTUS AND TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THIS TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED FROM TIME TO TIME (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR. THE TRANCHE II ISSUE IS NOT UNDERWRITTEN.**

**Credit Rating:** "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) by CRISIL Limited and "[ICRA] AA (stable)" (pronounced as ICRA double A (stable)) by ICRA Limited.

## TRANCHE II ISSUE PROGRAMME\*

### Tranche II Issue Opens on: Friday, June 9, 2023

### Tranche II Issue Closes on: Thursday, June 22, 2023

\* This Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Finance Committee, thereof, subject to relevant approvals (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of Tranche II Issue). In the event of an early closure or extension of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. 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 p.m. on one Working Day post the Tranche II Issue Closing Date. For further details, please refer to the chapter titled "Issue Related Information" on page 294 of the Tranche II Prospectus.

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

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						
In Multiples of thereafter (₹)	₹1,000 (1 NCD)						
Tenor	24 months	24 months	36 months	36 months	60 months	60 months	60 months
Nature of indebtedness	Secured	Secured	Secured	Secured	Secured	Secured	Secured
Coupon (per annum)	8.35%	-	8.50%	-	8.65%	9.00%	-
Effective Yield (per annum)	8.34%	8.35%	8.49%	8.50%	8.99%	8.99%	9.00%
Mode of Interest Payment	Through various mode available						
Face Value (₹/NCD)	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
Redemption Value (₹/NCD)	₹1,000.00	₹1,174.25	₹1,000.00	₹1,277.60	₹1,000.00	₹1,000.00	₹1,539.35

- \* The Company shall allocate and allot Series III 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 annual Series will be made at the time of redemption of the NCDs.  
 3. Subject to applicable tax deducted at source, if any.  
 4. Please refer to Annexure E of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational 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, SCSSBs 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 316 of the Tranche II 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 Issue, in accordance with the requirements of the SEBI Operational Circular dated August 10, 2021, as amended on UPI mechanism.

**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 -144 of the Tranche II 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 354 of the Tranche II Prospectus.

**LIABILITY OF MEMBERS:** Limited by Shares

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT MARCH 31, 2023:** The Authorised Share Capital of the Company is ₹9,710,500,000 comprising of 2,355,250,000 Equity Shares of ₹2 each, and 5,000,000,000 Preference Shares of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹76,08,60,778 divided into 38,04,30,389 Equity Shares of ₹2 each. For information on the share capital of the Company, see "Capital Structure" on page 58 of the Tranche II Prospectus.

**NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM:** The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for of face value of ₹10 each by them at the time of signing of the Memorandum of Association are: Mr. Nirmal Bhanwarlal Jain - 100 Equity Shares and Mr. Mansukh Jain - 100 Equity Shares.

**PROPOSED LISTING:** The NCDs offered through the Tranche II Prospectus are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and NSE shall be the Designated Stock Exchange for the purpose of the Tranche II Issue. Our Company has received an 'in-principle' approval from the BSE vide their letter bearing reference number DCS/BM/PI-BOND/009/22-23 dated August 17, 2022 and from NSE vide their letter bearing reference number NSE/LIST/D/2022/0105 dated August 17, 2022 and further extended vide letter No. NSE/LIST/D/2022/0168 dated November 21, 2022.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE 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.

**DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by BSE; nor 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 the Company, its promoters, its management or any scheme or project of this Company.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by NSE 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 NSE.

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory requirements approved by NSE; nor 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 the Issuer, its promoters, its management or any scheme or projects of the Company.

**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.

**CREDIT RATING:** The NCDs proposed to be issued under the Tranche II Issue have been rated "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) for an amount of rupee ₹5,000 crore by CRISIL Limited ("CRISIL") vide their rating letter dated June 28, 2022, revaluated vide letter dated July 29, 2022, further revaluated vide letter dated September 13, 2022, further revaluated vide letter dated November 17, 2022, further revaluated vide letter dated December 26, 2022 and further revaluated vide letter dated May 24, 2023, and "[ICRA] AA (stable)" (pronounced as ICRA Double A (stable)) for an amount of ₹5,000 crore by ICRA Limited ("ICRA") vide their rating letter dated August 2, 2022, revaluated vide letter dated August 2, 2022, further revaluated vide letter dated December 23, 2022 and further revaluated vide letter dated May 24, 2023. The rating given by CRISIL and ICRA are valid as on the date of the Tranche II Prospectus and shall remain valid until the ratings are revised or withdrawn. The aforesaid rating indicates that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexures A and B of the Tranche II Prospectus for the rationale and press release of the above ratings.

**GENERAL RISKS:** Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the sections titled "Risk Factors" on page 19 of the Tranche II Prospectus and "Material Developments" on page 193 of the Tranche II Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities. The Shelf Prospectus dated December 30, 2022 and Tranche II Prospectus has not been and will not be approved by any regulatory authority in India, including the SEBI, the RBI, any ROC or any Stock Exchange in India nor do they guarantee the accuracy or adequacy of the Tranche II Prospectus.

**AVAILABILITY OF APPLICATION FORM:** Application Forms can be obtained from: IIFL Finance Limited, Tel: +91 22 6788 1000, Fax: +91 22 6788 1010; Lead Managers: Edelweiss Financial Services Limited, Tel: +91 22 4086 3535; IIFL Securities Limited, Tel: +91 22 4646 4728; Equirus Capital Private Limited, Tel: +91 22 4332 0736, Trust Investment Advisors Private Limited, Tel: +91 22 4084 5000 and offices of Syndicate Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSSBs. Electronic Application Forms will be available on the websites of the SCSSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges and Syndicate Members.

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer to the "Risk Factors" on page 19 of the Tranche II Prospectus contained therein, before applying in the Tranche II Issue. Physical copies of the Prospectus can be obtained from the Company's Registered Office, offices of Lead Managers to the Issue, offices of Consortium Members for marketing the Issue, Registrar to the Issue, and Designated Branches of the SCSSBs. Full copy of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE/NSE at [www.iifl.com](http://www.iifl.com), [www.edelweissfin.com](http://www.edelweissfin.com), [www.iiflcap.com](http://www.iiflcap.com), [www.equirus.com](http://www.equirus.com), [www.trustgroup.in](http://www.trustgroup.in), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

**PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK:** HDFC Bank Limited

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Tranche II Prospectus.

LEAD MANAGERS TO THE ISSUE			REGISTRAR TO THE ISSUE
<p><b>Edelweiss</b> Ideas create, values protect.</p> <p><b>Edelweiss Financial Services Limited</b> 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400 051 Tel: +91 22 4086 3535 Email: <a href="mailto:iifl.ncd@edelweissfin.com">iifl.ncd@edelweissfin.com</a> Website: <a href="http://www.edelweissfin.com">www.edelweissfin.com</a> Contact Person: Lokesh Singh</p>	<p><b>IIFL SECURITIES</b></p> <p><b>IIFL Securities Limited*</b> 10th Floor, IIFL Centre, Kamala Centre, Senapati Bapat Marg Lower Parel (West), Mumbai - 400 013, Maharashtra, India Tel: +91 22 4646 4728 Email: <a href="mailto:iifl.ncd2022@iiflcap.com">iifl.ncd2022@iiflcap.com</a> Website: <a href="http://www.iiflcap.com">www.iiflcap.com</a> Contact Person: Nishita Mody</p>	<p><b>equirus</b></p> <p><b>Equirus Capital Private Limited</b> 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg Lower Parel, Mumbai 400 013, Maharashtra, India Tel: +91 22 4332 0736 Email: <a href="mailto:iifl.ncd@equirus.com">iifl.ncd@equirus.com</a> Website: <a href="http://www.equirus.com">www.equirus.com</a> Contact person: Malay Shah</p>	<p><b>LINK Intime</b></p> <p><b>Link Intime India Private Limited</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel: +91 810 811 4949 Fax: +91 22 4918 6195 Email: <a href="mailto:iifl.ncd2022@linkintime.co.in">iifl.ncd2022@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact Person: Shanti Gopalkrishnan</p>

DEBENTURE TRUSTEE TO THE ISSUE	CREDIT RATING AGENCIES	STATUTORY AUDITOR	COMPANY SECRETARY & COMPLIANCE OFFICER
<p><b>VARDHMAN TRUSTEESHIP PVT LTD</b> Nurturing &amp; Protecting Your Trust</p> <p><b>Vardhman Trustee Private Limited**</b> The Capital, 412 A, Wing, Bandra Kurla Complex, Bandra (East) Mumbai-400 051, Maharashtra, India Tel: +91 022 4264 8335 / 8657900674 Email: <a href="mailto:nilesh@vardhmantrustee.com">nilesh@vardhmantrustee.com</a> Website: <a href="http://www.vardhmantrustee.com">www.vardhmantrustee.com</a> Contact Person: Nilesh Palav</p>	<p><b>CRISIL Ratings</b></p> <p><b>CRISIL Ratings Limited</b> (A subsidiary of CRISIL Limited, an S&amp;P Global Company) CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076, Maharashtra, India Tel: +91 22 3342 3000 Email: <a href="mailto:crisilratingsdesk@crisil.com">crisilratingsdesk@crisil.com</a> Website: <a href="http://www.crisil.com">www.crisil.com</a> Contact Person: Ajit Velonie</p>	<p><b>ICRA</b></p> <p><b>ICRA Limited</b> Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai-400025, Maharashtra, India Tel: +91 22 61143406 Fax: +91 22 24331390 Email: <a href="mailto:shivakumar@icraindia.com">shivakumar@icraindia.com</a> Website: <a href="http://www.icra.in">www.icra.in</a> Contact Person: L Shivakumar</p>	<p><b>M/s V. Sankar Aiyar &amp; Co</b> 2-C, Court Chambers 35, New Marine Lines, Mumbai 400020 Maharashtra, India Tel: +91 22 2200 4465 Email: <a href="mailto:mumbai@vsa.co.in">mumbai@vsa.co.in</a> Website: <a href="http://www.vsa.co.in">www.vsa.co.in</a> Contact Person: G. Sankar</p> <p><b>M/s Chhajed &amp; Doshi,</b> 101, Hubtown Solaris, N S Phadke Marg, Near East West Flyover, Andheri Mumbai- 400 069 Tel: +91 22 6103 7878 Email: <a href="mailto:info@cndindia.com">info@cndindia.com</a> Website: <a href="http://www.cndindia.com">www.cndindia.com</a> Contact Person: M P Chhajed</p> <p><b>Sneha Patwardhan</b> 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069 Tel: +91 22 6788 1000 Fax: +91 22 6788 1010 Email: <a href="mailto:csteam@iifl.com">csteam@iifl.com</a> Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non- receipt of Allotment Advice, demat credit, refund orders, non-receipt of debentures certificates (in case of NCDs which have been re-materialised), transfers or interest on application money, etc. as the case may be.</p>

\* IIFL Securities Limited is deemed to be our associate 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 Securities Limited would be involved only in marketing of the Issue.

\*\* Vardhman Trustee Private Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated June 27, 2022 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in Offer Document and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue and the same is annexed as Annexure C to the Tranche II Prospectus on Page 362.

A copy of the Prospectus has been filed with the ROC, in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please refer to the chapter titled "Material Contracts and Documents for Inspection" on page 354 of the Tranche II Prospectus.

**DISCLAIMER CLAUSE OF CRISIL:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings.

**DISCLAIMER CLAUSE OF ICRA:** ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website [www.icra.in](http://www.icra.in) or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information here is true, such information is provided 'as is without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication of its contents.

**DISCLAIMER: IIFL Finance Limited,** subject to market conditions and other considerations is proposing a public issue of NCDs and has filed the Tranche II Prospectus dated June 2, 2023 with the ROC, NSE, BSE and SEBI. The Prospectus is available on the Company's website [www.iifl.com](http://www.iifl.com), on the website of the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and the respective websites of the lead managers at [www.edelweissfin.com](http://www.edelweissfin.com), [www.iiflcap.com](http://www.iiflcap.com), [www.equirus.com](http://www.equirus.com) and [www.trustgroup.in](http://www.trustgroup.in). Investors proposing to participate in the Tranche II Issue, should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the section on "Risk Factors" beginning on page 19 of the Tranche II Prospectus dated June 2, 2023.

For IIFL Finance Limited

Sd/-

R Venkataraman

Joint Managing Director

DIN: 00011919

Place : Mumbai  
Date : June 6, 2023

# डिजिटल लेनदेन में बढ़ोतरी



## आर्यमन गुप्ता

भारतीय परिवार अपना 35 फीसदी लेनदेन डिजिटल माध्यम से करते हैं और उम्मीद जताई जा रही है कि वित्त वर्ष 2026 तक यह आंकड़ा बढ़कर 50 फीसदी के पार हो जाएगा। डिजिटल लेनदेन में पे-टू-मचेंट (पी2एम) भुगतान एक महत्वपूर्ण हिस्सा है। किराना, फूड डिलिवरी और यात्रा खर्च के भुगतान के लिए परिवार 80 फीसदी लेनदेन डिजिटल माध्यम से करते हैं।

रेड सियर स्ट्रेटजी कंसल्टेंट्स और पाइन लैम्स के फ्यूलर बाई की मंगलवार को जारी रिपोर्ट में कहा गया है कि वैश्विक महामारी के दौरान डिजिटल लेनदेन को पहली बार ई-कॉमर्स का उपयोग करने वाले ग्राहकों से बढ़ावा मिला था। भारतीय ई-कॉमर्स बाजार 4 लाख करोड़ रुपये का है और मड़ोलें तथा छोटे शहरों में इसे काफी बढ़ावा मिलने के कारण उम्मीद जताई जा रही है कि वित्त वर्ष 2026 तक यह 9 लाख करोड़ रुपये का हो जाएगा।

रेड सियर के पार्टनर जसबीर जुनेजा ने कहा, 'हमारे शोध से पता चलता है कि आने वाले तीन वर्षों में भारत में ऑनलाइन खरीदारी करने वालों की संख्या 50 फीसदी बढ़ जाएगी। वित्त वर्ष 2026 तक इसके 30 करोड़ से अधिक होने की उम्मीद है, जिससे देश में ऑनलाइन भुगतान की पहुंच का मार्ग प्रशस्त होगा।'

रिपोर्ट में कहा गया है कि स्मार्टफोन और इंटरनेट के बढ़ते इस्तेमाल तथा सरकारी नीतियों के कारण वित्त वर्ष 2026 तक भारत में कम से कम 85 फीसदी व्यवसाय डिजिटल रूप से सक्षम हो जाएंगे।

चीन के बाद भारत में इंटरनेट उपयोग करने वाले लोगों (70 करोड़ से अधिक) की दूसरी सबसे बड़ी संख्या है। साथ ही आने वाले कुछ वर्षों में डिजिटल भुगतान में यह दुनिया भर में जाना जाएगा।

पाइन लैम्स के मुख्य कार्यकारी वी अमरीश राउ ने कहा, 'भारत ने बॉर किसी शोर-शराबा किए ऑनलाइन लेनदेन में क्रांति ला दी है और पाइन लैम्स में हम इसमें भूमिका निभाने को लेकर काफी उत्साहित हैं।'

ज्यादा से ज्यादा ग्राहकों ने डिजिटल भुगतान को अपनाया है। व्यवसायों ने भी डिजिटल लेनदेन को सक्षम करने के लिए प्रौद्योगिकियों का लाभ उठाया है। रिपोर्ट में अनुमान जताया गया है कि भारत के 7 करोड़ व्यवसायों में से 75 फीसदी व्यवसाय अभी डिजिटल रूप से सक्षम हैं और वित्त वर्ष 2026 तक यह संख्या बढ़कर 85 फीसदी होने की उम्मीद है।

# सीबीआई ने शुरु की जांच

केंद्रीय अन्वेषण ब्यूरो (सीबीआई) ने बालासोर रेल दुर्घटना मामले में कथित आपराधिक लापरवाही को लेकर मंगलवार को प्राथमिकी दर्ज कर जांच शुरू कर दी। अधिकारियों ने यह जानकारी दी। उन्होंने कहा कि फॉरेंसिक विशेषज्ञों के साथ सीबीआई अधिकारियों की एक टीम सोमवार को ओडिशा के बालासोर जिले में पहुंच गई थी और मंगलवार दोपहर प्राथमिकी दर्ज कर तुरंत जांच शुरू कर दी है।

अधिकारियों को प्रारंभिक जांच में 'इलेक्ट्रॉनिक इंटरलॉकिंग सिस्टम' के साथ छेड़छाड़ का संकेत मिलने और दुर्घटना के पीछे 'तोड़फोड़' की आशंका जताए जाने के बाद केंद्रीय जांच एजेंसी को जांच की जिम्मेदारी सौंपी गई। 'इलेक्ट्रॉनिक इंटरलॉकिंग सिस्टम' के जरिये ट्रेन की मौजूदगी का पता लगता है। सीबीआई के प्रवक्ता ने कहा, 'सीबीआई ने 2 जून को ओडिशा के बाहानगा बाजार में कोरोमंडल एक्सप्रेस, यशवंतपुर-हावड़ा एक्सप्रेस और एक मालगाड़ी से जुड़ी दुर्घटना पर रेल मंत्रालय के अनुरोध, ओडिशा सरकार की सहमति और फिर कार्मिक एवं प्रशिक्षण विभाग (डीओपीटी), भारत सरकार के आदेश पर मामला दर्ज किया है।' अधिकारियों ने कहा कि एजेंसी को मामले की तह तक जाने के लिए रेल सुरक्षा और फॉरेंसिक विशेषज्ञों की मदद की आवश्यकता हो सकती है। **भाषा**

This is an advertisement issued to the public, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



## IIFL FINANCE LIMITED

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 'Probity Research & Services Limited' pursuant to a fresh certificate of incorporation dated on April 28, 2000 issued by the Registrar of Companies, Maharashtra, Mumbai. The name of our Company was subsequently changed to 'India Infoline.Com 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 Holdings Limited', and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on February 18, 2014. 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-13.02386 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 Systemically Important Non-Deposit taking Non-Banking Finance Company ("NBFC"). For more information about the Company, please refer "General information" on page 46 of the Tranche II Prospectus and "History and Main Objects" on page 144 of the Tranche II Prospectus.

**Registered Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604, Maharashtra, India; **Tel.:** +91 22 4103 5000; **Fax:** +91 22 2580 6654; **PAN:** AABCI0745G; **Website:** www.iifl.com; **CIN:** L67100MH1995PLC093797  
**Corporate Office:** 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069, Maharashtra, India; **Tel.:** +91 22 6788 1000; **Fax:** +91 22 6788 1010;  
**Chief Financial Officer:** Kapish Jain; **Email:** kapish.jain@iifl.com; **Tel.:** +91 22 6788 1000;  
**Company Secretary and Compliance Officer:** Sneha Patwardhan; **Email:** csteam@iifl.com; **Tel.:** +91 22 6788 1000

### OUR PROMOTERS

Mr. Nirmal Bhanwarlal Jain; **Email:** csteam@iifl.com; **Tel.:** +91 22 6788 1000 and Mr. R Venkataraman; **Email:** csteam@iifl.com; **Tel.:** +91 22 6788 1000. For details of our Promoters, please refer to the section "Our Promoters" on page 172 of the Tranche II Prospectus.

**PUBLIC ISSUE BY IIFL FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs" OR "DEBENTURES") FOR AN AMOUNT OF ₹ 300 CRORE ("BASE ISSUE SIZE") WITH A GREEN SHOE OPTION OF UP TO ₹ 1,200 CRORE AMOUNTING TO ₹ 1,500 CRORE ("TRANCHE II ISSUE LIMIT") ("TRANCHE II ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 5,000 CRORE AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED JUNE 2, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE ("TRANCHE II PROSPECTUS") WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2022 ("SHELF PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGES AND SECURITIES AND INTERCHANGE BOARD OF INDIA ("SEBI"). THE SHELF PROSPECTUS AND TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THIS TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED FROM TIME TO TIME (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR. THE TRANCHE II ISSUE IS NOT UNDERWRITTEN.**

**Credit Rating: "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) by CRISIL Limited and " [ICRA] AA (stable)" (pronounced as ICRA double A (stable)) by ICRA Limited.**

## TRANCHE II ISSUE PROGRAMME\* Tranche II Issue Opens on: Friday, June 9, 2023 Tranche II Issue Closes on: Thursday, June 22, 2023

\*This Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Finance Committee, thereof, subject to relevant approvals (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of Tranche II Issue). In the event of an early closure or extension of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. 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 p.m. on one Working Day post the Tranche II Issue Closing Date. For further details, please refer to the chapter titled "Issue Related Information" on page 294 of the Tranche II Prospectus.

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

Series	I	II	III*	IV	V	VI	VII
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative
<b>Minimum Application</b>	₹10,000 (10 NCDs) across all Series						
<b>In Multiples of thereafter (₹)</b>	₹1,000 (1 NCD)						
<b>Tenor</b>	24 months	24 months	36 months	36 months	60 months	60 months	60 months
<b>Nature of indebtedness</b>	Secured	Secured	Secured	Secured	Secured	Secured	Secured
<b>Coupon (per annum)</b>	8.35%	-	8.50%	-	8.65%	9.00%	-
<b>Effective Yield (per annum)</b>	8.34%	8.35%	8.49%	8.50%	8.99%	8.99%	9.00%
<b>Mode of Interest Payment</b>	Through various mode available						
<b>Face Value (₹/NCD)</b>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
<b>Redemption Value (₹/NCD)</b>	₹1,000.00	₹1,174.25	₹1,000.00	₹1,277.60	₹1,000.00	₹1,000.00	₹1,539.35

- \* The Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.
- 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.
- 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 annual Series will be made at the time of redemption of the NCDs.
- Subject to applicable tax deducted at source, if any.
- Please refer to Annexure E of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational circular.

<b>ASBA*</b>	<b>Simple, Safe Smart way of Application!!!</b>	<b>Mandatory in public issue. No cheque will be accepted.</b>	*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.
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**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, SCSBs 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 316 of the Tranche II 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 Issue, in accordance with the requirements of the SEBI Operational Circular dated August 10, 2021, as amended on UPI mechanism.

**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 -144 of the Tranche II 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 354 of the Tranche II Prospectus.

**LIABILITY OF MEMBERS:** Limited by Shares

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT MARCH 31, 2023:** The Authorised Share Capital of the Company is ₹9,710,500,000 comprising of 2,355,250,000 Equity Shares of ₹2 each, and 5,000,000,000 Preference Shares of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹76,08,60,778 divided into 38,04,30,389 Equity Shares of ₹2 each. For information on the share capital of the Company, see "Capital Structure" on page 58 of the Tranche II Prospectus.

**NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM:** The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for of face value of ₹10 each by them at the time of signing of the Memorandum of Association are Mr. Nirmal Bhanwarlal Jain - 100 Equity Shares and Mr. Mansukh Jain - 100 Equity Shares.

**PROPOSED LISTING:** The NCDs offered through the Tranche II Prospectus are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and NSE shall be the Designated Stock Exchange for the purpose of the Tranche II Issue. Our Company has received an 'in-principle' approval from the BSE vide their letter bearing reference number DCS/BM/PI-BOND/009/22-23 dated August 17, 2022 and from NSE vide their letter bearing reference number NSE/LIST/D/2022/0105 dated August 17, 2022 and further extended vide letter No. NSE/LIST/D/2022/0168 dated November 21, 2022.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE 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.

**DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by BSE, nor 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 the Company, its promoters, its management or any scheme or project of this Company.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by NSE 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 NSE.

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory requirements approved by NSE; nor 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 the Issuer, its promoters, its management or any scheme or projects of the Company.

**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.

**CREDIT RATING:** The NCDs proposed to be issued under the Tranche II Issue have been rated "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) for an amount of ₹5,000 crore by CRISIL Limited ("CRISIL") vide their rating letter dated June 28, 2022, revaluated vide letter dated July 29, 2022, further revaluated vide letter dated September 13, 2022, further revaluated vide letter dated November 17, 2022, further revaluated vide letter dated December 26, 2022 and further revaluated vide letter dated May 24, 2023, and "[ICRA] AA (stable)" (pronounced as ICRA Double A (stable)) for an amount of ₹5,000 crore by ICRA Limited ("ICRA") vide their rating letter dated August 2, 2022, revaluated vide letter dated November 17, 2022, further revaluated vide letter dated December 23, 2022 and further revaluated vide letter dated May 24, 2023. The rating given by CRISIL and ICRA are valid as on the date of the Tranche II Prospectus and shall remain valid until the ratings are revised or withdrawn. The aforesaid rating indicates that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexures A and B of the Tranche II Prospectus for the rationale and press release of the above ratings.

**GENERAL RISKS:** Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the sections titled "Risk Factors" on page 19 of the Tranche II Prospectus and "Material Developments" on page 193 of the Tranche II Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities. The Shelf Prospectus dated December 30, 2022 and Tranche II Prospectus has not been and will not be approved by any regulatory authority in India, including the SEBI, the RBI, any ROC or any Stock Exchange in India nor do they guarantee the accuracy or adequacy of the Tranche II Prospectus.

**AVAILABILITY OF APPLICATION FORM:** Application Forms can be obtained from: IIFL Finance Limited, Tel: +91 22 6788 1000, Fax: +91 22 6788 1010; Lead Managers: Edelweiss Financial Services Limited, Tel: +91 22 4086 3535; IIFL Securities Limited, Tel: +91 22 4646 4728; Equirus Capital Private Limited, Tel: +91 22 4332 0736, Trust Investment Advisors Private Limited, Tel: +91 22 4084 5000 and offices of Syndicate Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of the SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges and Syndicate Members.

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer to the "Risk Factors" on page 19 of the Tranche II Prospectus contained therein, before applying in the Tranche II Issue. Physical copies of the Prospectus can be obtained from the Company's Registered Office, offices of Lead Managers to the Issue, offices of Consortium Members for marketing the Issue, Registrar to the Issue, and Designated Branches of the SCSBs. Full copy of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE/NSE at [www.iifl.com](http://www.iifl.com), [www.edelweissfin.com](http://www.edelweissfin.com), [www.iiflcap.com](http://www.iiflcap.com), [www.equirus.com](http://www.equirus.com), [www.trustgroup.in](http://www.trustgroup.in), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

**PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK:** HDFC Bank Limited

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Tranche II Prospectus.

LEAD MANAGERS TO THE ISSUE			REGISTRAR TO THE ISSUE
<p><b>Edelweiss Financial Services Limited</b> 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400 051 Tel: +91 22 4086 3535 Email: <a href="mailto:iifl.ncd@edelweissfin.com">iifl.ncd@edelweissfin.com</a> Website: <a href="http://www.edelweissfin.com">www.edelweissfin.com</a> Contact Person: Lokesh Singh</p>	<p><b>IIFL Securities Limited*</b> 10th Floor, IIFL Centre, Kamala Centre, Senapati Bapat Marg Lower Parel (West), Mumbai - 400 013, Maharashtra, India Tel: +91 22 4646 4728 Email: <a href="mailto:iifl.ncd2022@iiflcap.com">iifl.ncd2022@iiflcap.com</a> Website: <a href="http://www.iiflcap.com">www.iiflcap.com</a> Contact Person: Nishita Mody</p>	<p><b>Equirus Capital Private Limited</b> 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg Lower Parel, Mumbai 400 013, Maharashtra, India Tel: +91 22 4332 0736 Email: <a href="mailto:iifl.ncd@equirus.com">iifl.ncd@equirus.com</a> Website: <a href="http://www.equirus.com">www.equirus.com</a> Contact person: Malay Shah</p>	<p><b>Link Intime India Private Limited</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 063, Maharashtra, India Tel: +91 810 811 4949 Fax: +91 22 4918 6195 Email: <a href="mailto:iifl.ncd2022@linkintime.co.in">iifl.ncd2022@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact Person: Shanti Gopalkrishnan</p>

DEBENTURE TRUSTEE TO THE ISSUE	CREDIT RATING AGENCIES	STATUTORY AUDITOR	COMPANY SECRETARY & COMPLIANCE OFFICER
<p><b>Vardhman Trusteship Private Limited**</b> The Capital, 412 A, Wing, Bandra Kurla Complex, Bandra (East) Mumbai-400 051, Maharashtra, India Tel: +91 222 4264 8335 / 8657900674 Email: <a href="mailto:nileshp@vardhmantrustee.com">nileshp@vardhmantrustee.com</a> Website: <a href="http://www.vardhmantrustee.com">www.vardhmantrustee.com</a> Contact Person: Nilesh Palav</p>	<p><b>CRISIL Ratings Limited</b> (A subsidiary of CRISIL Limited, an S&amp;P Global Company) CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076, Maharashtra, India Tel: +91 22 3342 3000 Email: <a href="mailto:crisilratings@crisil.com">crisilratings@crisil.com</a> Website: <a href="http://www.crisil.com">www.crisil.com</a> Contact Person: Ajit Velonie</p>	<p><b>ICRA Limited</b> Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai-400025, Maharashtra, India Tel: +91 22 61143406 Fax: +91 22 24331390 Email: <a href="mailto:shivakumar@icraindia.com">shivakumar@icraindia.com</a> Website: <a href="http://www.icra.in">www.icra.in</a> Contact Person: L Shivakumar</p>	<p><b>M/s V. Sankar Aiyar &amp; Co</b> 2-C, Court Chambers, 35, New Marine Lines, Mumbai 400020 Maharashtra, India Tel: +91 22 2200 4465 Email: <a href="mailto:mumbai@vsa.co.in">mumbai@vsa.co.in</a> Website: <a href="http://www.vsa.co.in">www.vsa.co.in</a> Contact Person: G. Sankar</p> <p><b>M/s Chhajed &amp; Doshi,</b> 101, Hubtown Solaris, N S Phadke Marg, Near East West Flyover, Andheri Mumbai- 400 069 Tel: +91 22 6103 7878 Email: <a href="mailto:info@cmdindia.com">info@cmdindia.com</a> Website: <a href="http://www.cmdindia.com">www.cmdindia.com</a> Contact Person: M P Chhajed</p> <p><b>Sneha Patwardhan</b> 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069 Tel: +91 22 6788 1000 Fax: +91 22 6788 1010 Email: <a href="mailto:csteam@iifl.com">csteam@iifl.com</a> Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, non-receipt of debentures certificates (in case of NCDs which have been re-materialised), transfers or interest on application money, etc. as the case may be.</p>

\*IIFL Securities Limited is deemed to be our associate 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 21 A and explanation to Regulation 21 A of the Merchant Bankers Regulations, IIFL Securities Limited would be involved only in marketing of the Issue.

\*\*Vardhman Trusteship Private Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated June 27, 2022 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in Offer Document and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue and the same is annexed as Annexure C to the Tranche II Prospectus on Page 362.

A copy of the Prospectus has been filed with the ROC, in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please refer to the chapter titled "Material Contracts and Documents For Inspection" on page 354 of the Tranche II Prospectus.

**DISCLAIMER CLAUSE OF CRISIL:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings.

**DISCLAIMER CLAUSE OF ICRA:** ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website [www.icra.in](http://www.icra.in) or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information here is true, such information is provided 'as is without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication of its contents.

**DISCLAIMER: IIFL Finance Limited,** subject to market conditions and other considerations is proposing a public issue of NCDs and has filed the Tranche II Prospectus dated June 2, 2023 with the ROC, NSE, BSE and SEBI. The Prospectus is available on the Company's website [www.iifl.com](http://www.iifl.com), on the website of the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and the respective websites of the lead managers at [www.edelweissfin.com](http://www.edelweissfin.com), [www.iiflcap.com](http://www.iiflcap.com), [www.equirus.com](http://www.equirus.com) and [www.trustgroup.in](http://www.trustgroup.in). Investors proposing to participate in the Tranche II Issue, should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the section on "Risk Factors" beginning on page 19 of the Tranche II Prospectus dated June 2, 2023.

**‘ग्राहक सेवेसाठी महावितरण प्रयत्नशील’**



मुंबई : गेली अनेक वर्षे महावितरणमधील अधिकारी व कर्मचारी सातत्याने कठोर परिश्रम करत आहेत. ग्राहकांना दर्जेदार, गुणवत्तापूर्ण व शाश्वत वीजपुरवठा देत वीजहानी कमी करण्यासाठी प्रयत्नशील असल्याचे प्रतिपादन महावितरणचे अध्यक्ष व व्यवस्थापकीय संचालक लोकेश चंद्र यांनी महावितरणच्या १८व्या वर्धापन दिनांिमित्त आयोजित कार्यक्रमात अध्यक्षीय मनोगत व्यक्त करताना केले. यावेळी व्यासपीठावर महाराष्ट्र राज्य विद्युत् मंडळाचे स्वतंत्र संचालक विश्वास पाठक, ज्येष्ठ पत्रकार पराग करंदीकर, महावितरणचे संचालक (संचालन) संजय ताकसांडे, संचालक(वित्त) अनुदीप दिघे, संचालक(प्रकल्प) प्रसाद रेश्म, संचालक(वाणिज्य) योगेश गडकरी व संचालक (मानव संसाधन) अरविंद भादिकर उपस्थित होते. या कार्यक्रमास महावितरणमधील सर्व अधिकारी व कर्मचारी मोठ्या संख्येने उपस्थित होते. कार्यक्रमाचे संचालन प्रगाली निमजे यांनी केले, तर आभार कंपनी सचिव अंजली गुडेकर यांनी मानले.

**केंद्रप्रमुख पदासाठी परीक्षेचे आयोजन**

मुंबई : राज्यातील सर्व जिल्हा परिषदेतील प्राथमिक शिक्षकांना केंद्रप्रमुख पदावर विभागीय मर्यादित स्पर्धा परीक्षेद्वारे नियुक्ती देण्यासाठी ‘केंद्रप्रमुख विभागीय मर्यादित स्पर्धा परीक्षा-२०२३’ या परीक्षेचे ऑनलाईन पद्धतीने जूनच्या शेवटच्या आठवड्यात आयोजन करण्यात येणार आहे. त्यासाठी पात्र उमेदवारांकडून ऑनलाईन प्रगालीद्वारे गुरुवार, दि. १५ जूनपर्यंत अर्ज मागवण्यात आले आहेत. या परीक्षेचे माध्यम, अभ्यासक्रम, पात्रता, अर्ज करण्याची कार्यपद्धती व कालावधी याबाबतची अधिसूचना महाराष्ट्र राज्य परीक्षा परिषदेच्या [www.mscepune.in](http://www.mscepune.in) या संकेतस्थळावर उपलब्ध आहे, असे महाराष्ट्र राज्य परीक्षा परिषद, पुणे आयुक्त शैलजा दराडे यांनी प्रसिद्धी पत्रकांमध्ये सांगितले आहे.

**खारघर ते ‘बीकेसी’ प्रीमियम बस सेवा**

मुंबई : ‘बेस्ट’ उपक्रमाने नवी मुंबईतील कार्यालयात जाणाऱ्या आणि नियमित बस प्रवास करणाऱ्या मुंबईकरांसाठी खारघर ते ‘बीकेसी’ प्रीमियम बससेवा सुरु केली असून तिचे कमाल भाडे ११०८ रुपये असणार आहे. खारघर ते ‘बीकेसी’ बससेवेमुळे मुंबई शहराच्या विविध भागात सेवा देणाऱ्या एक्झ प्रीमियम बसेसची संख्या आता ६० झाली आहे. लवकरच ती १०० पर्यंत वाढविली जाणार आहे. दरम्यान, लवकरच ‘बेस्ट’ प्रशासन बेलापूर ते ‘बीकेसी’, बेलापूर ते अंधेरी, खारघर ते अंधेरी असे तीन नवीन बस मार्ग सुरु करणार आहे.

**गुणवत्तांचा सत्कार**



मुंबई : ‘प्रबोधन प्रतिष्ठान’, गणेश मैदान, काजुपाडा, कुर्ला (प.) यांच्यावतीने विभागातील दहावी व बारावी परीक्षा उत्तीर्ण विद्यार्थ्यांचा सत्कार त्यांच्या घरी जाऊन करण्यात आला. तेजस परमार हा दहावी परीक्षेत प्रथम श्रेणीत उत्तीर्ण झाल्याबद्दल प्रतिष्ठानचे अध्यक्ष कमलेश ब्रीद, सरचिटणीस नागेश उद्यावर, खजिनदार कृष्णा वेगुलेकर व प्रतिष्ठानचे सहायक यांच्या हस्ते त्याचा सत्कार करण्यात आला.

This is an advertisement issued to the public, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



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 “*Probity Research & Services Limited*” pursuant to a fresh certificate of incorporation dated on April 28, 2000 issued by the Registrar of Companies, Maharashtra, Mumbai. The name of our Company was subsequently changed to “*India Infoline Com 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 Holdings Limited*”, and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on February 18, 2014. 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-13.02386 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 Systemically Important Non-Deposit taking Non-Banking Finance Company (“NBFC”). For more information about the Company, please refer “*General Information*” on page 46 of the Tranche II Prospectus and “*History and Main Objects*” on page 144 of the Tranche II Prospectus.

**Registered Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604, Maharashtra, India; Tel.: +91 22 4103 5000; Fax: +91 22 2580 6654; PAN: AABCIO7456; Website: www.iifl.com; CIN: L67100MH1995PLC093797  
**Corporate Office:** 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069, Maharashtra, India; Tel.: +91 22 6788 1000; Fax: +91 22 6788 1010;  
**Chief Financial Officer:** Kapish Jain; Email: kapish.jain@iifl.com; Tel: +91 22 6788 1000;  
**Company Secretary and Compliance Officer:** Sneha Patwardhan; Email: csteam@iifl.com; Tel: +91 22 6788 1000

**OUR PROMOTERS**  
 Mr. Nirmal Bhanwarlal Jain; Email: csteam@iifl.com; Tel: +91 22 6788 1000 and Mr. R Venkataraman; Email: csteam@iifl.com; Tel: +91 22 6788 1000. For details of our Promoters, please refer to the section “*Our Promoters*” on page 172 of the Tranche II Prospectus.

**PUBLIC ISSUE BY IIFL FINANCE LIMITED (“COMPANY” OR THE “ISSUER”) OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH (“NCDs” OR “DEBENTURES”) FOR AN AMOUNT OF ₹300 CRORE (“BASE ISSUE SIZE”) WITH A GREEN SHOE OPTION OF UP TO ₹1,200 CRORE AMOUNTING TO ₹1,500 CRORE (“TRANCHE II ISSUE LIMIT”) (“TRANCHE II ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹5,000 CRORE AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED JUNE 2, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE (“TRANCHE II PROSPECTUS”) WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2022 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”). THE SHELF PROSPECTUS AND TRANCHE II PROSPECTUS CONSTITUTE THE PROSPECTUS (“PROSPECTUS”). THIS TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED FROM TIME TO TIME (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR. THE TRANCHE II ISSUE IS NOT UNDERWRITTEN.**

Credit Rating: “CRISIL AA/Stable” (pronounced as CRISIL double A rating with Stable outlook) by CRISIL Limited and “ICRA AA (stable)” (pronounced as ICRA double A (stable)) by ICRA Limited.

**TRANCHE II ISSUE PROGRAMME\***  
**Tranche II Issue Opens on: Friday, June 9, 2023**  
**Tranche II Issue Closes on: Thursday, June 22, 2023**

\* This Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Finance Committee, thereof, subject to relevant approvals (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of Tranche II Issue). In the event of an early closure or extension of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Tranche II Issue has been given on or before such earlier or initial date of Tranche II Issue closure). On the Tranche II Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. 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 p.m. on one Working Day post the Tranche II Issue Closing Date. For further details, please refer to the chapter titled “*Issue Related Information*” on page 294 of the Tranche II Prospectus.

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

Series	I	II	III+	IV	V	VI	VII
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative
<b>Minimum Application</b>	₹10,000 (10 NCDs) across all Series						
<b>In Multiples of thereafter (₹)</b>	₹1,000 (1 NCD)						
<b>Tenor</b>	24 months	24 months	36 months	36 months	60 months	60 months	60 months
<b>Nature of indebtedness</b>	Secured	Secured	Secured	Secured	Secured	Secured	Secured
<b>Coupon (per annum)</b>	8.35%	-	8.50%	-	8.65%	9.00%	-
<b>Effective Yield (per annum)</b>	8.34%	8.35%	8.49%	8.50%	8.99%	8.99%	9.00%
<b>Mode of Interest Payment</b>	Through various mode available						
<b>Face Value (₹/NCD)</b>	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00	₹1,000.00
<b>Redemption Value (₹/NCD)</b>	₹1,000.00	₹1,174.25	₹1,000.00	₹1,277.60	₹1,000.00	₹1,000.00	₹1,539.35

\* The Company shall allocate and allot Series III 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 annual Series will be made at the time of redemption of the NCDs.  
 3. Subject to applicable tax deducted at source, if any.  
 4. Please refer to Annexure E of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational 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, SCSBs 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 316 of the Tranche II 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 Issue, in accordance with the requirements of the SEBI Operational Circular dated August 10, 2021, as amended on UPI mechanism.

**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 -144 of the Tranche II 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 354 of the Tranche II Prospectus.

**LIABILITY OF MEMBERS:** Limited by Shares

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT MARCH 31, 2023:** The Authorised Share Capital of the Company is ₹9,710,500,000 comprising of 2,355,250,000 Equity Shares of ₹2 each, and 5,00,000,000 Preference Shares of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹76,08,60,778 divided into 38,04,30,389 Equity Shares of ₹2 each. For information on the share capital of the Company, see “*Capital Structure*” on page 58 of the Tranche II Prospectus.

**NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM:** The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for of face value of ₹10 each by them at the time of signing of the Memorandum of Association are Mr. Nirmal Bhanwarlal Jain - 100 Equity Shares and Mr. Mansukh Jain - 100 Equity Shares.

**PROPOSED LISTING:** The NCDs offered through the Tranche II Prospectus are proposed to be listed on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and NSE shall be the Designated Stock Exchange for the purpose of the Tranche II Issue. Our Company has received an ‘in-principle’ approval from the BSE vide their letter bearing reference number DCB/BM/PI-BOND/009/22-23 dated August 17, 2022, and from NSE vide their letter bearing reference number NSE/LIST/D/2022/0105 dated August 17, 2022 and further extended vide letter No. NSE/LIST/D/2022/0168 dated November 21, 2022.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE 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.

**DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by BSE; nor 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 the Company, its promoters, its management or any scheme or project of this Company.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by NSE 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 NSE.

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory requirements approved by NSE; nor 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 the Issuer, its promoters, its management or any scheme or projects of the Company.

**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.

**CREDIT RATING:** The NCDs proposed to be issued under the Tranche II Issue have been rated “CRISIL AA/Stable” (pronounced as CRISIL double A rating with Stable outlook) for an amount of rupee 5,000 crore by CRISIL Limited (“CRISIL”) vide their rating letter dated June 28, 2022, revaluated vide letter dated July 29, 2022, further revaluated vide letter dated September 13, 2022, further revaluated vide letter dated November 17, 2022, further revaluated vide letter dated December 26, 2022 and further revaluated vide letter dated May 24, 2023, and “ICRA AA (stable)” (pronounced as ICRA Double A (stable)) for an amount of ₹5,000 crore by ICRA Limited (“ICRA”) vide their rating letter dated August 2, 2022, revaluated vide letter dated August 2, 2022, further revaluated vide letter dated December 23, 2022 and further revaluated vide letter dated May 24, 2023. The rating given by CRISIL and ICRA are valid as on the date of the Tranche II Prospectus and shall remain valid until the ratings are revised or withdrawn. The aforesaid rating indicates that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexures A and B of the Tranche II Prospectus for the rationale and press release of the above ratings.

**GENERAL RISKS:** Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the investors is invited to the sections titled “*Risk Factors*” on page 19 of the Tranche II Prospectus and “*Material Developments*” on page 193 of the Tranche II Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor’s decision to purchase such securities. The Shelf Prospectus dated December 30, 2022 and Tranche II Prospectus has not been and will not be approved by any regulatory authority in India, including the SEBI, the RBI, any ROC or any Stock Exchange in India nor do they guarantee the accuracy or adequacy of the Tranche II Prospectus.

**AVAILABILITY OF APPLICATION FORM:** Application Forms can be obtained from: IIFL Finance Limited, Tel: +91 22 6788 1000, Fax: +91 22 6788 1010; Lead Managers: Edelweiss Financial Services Limited, Tel: +91 22 4086 3535; IIFL Securities Limited, Tel: +91 22 4646 4728; Equirus Capital Private Limited, Tel: +91 22 4332 0736; Trust Investment Advisors Private Limited, Tel: +91 22 4084 5000 and offices of Syndicate Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of the SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges and Syndicate Members.

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer the “*Risk Factors*” on page 19 of the Tranche II Prospectus contained therein, before applying in the Tranche II Issue. Physical copies of the Prospectus can be obtained from the Company’s Registered Office, offices of Lead Managers to the Issue, offices of Consortium Members for marketing the Issue, Registrar to the Issue, and Designated Branches of the SCSBs. Full copy of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE/NSE at [www.iifl.com](http://www.iifl.com), [www.edelweissfn.com](http://www.edelweissfn.com), [www.iiflcap.com](http://www.iiflcap.com), [www.equirus.com](http://www.equirus.com), [www.trustgroup.in](http://www.trustgroup.in), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

**PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK:** HDFC Bank Limited  
 Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Tranche II Prospectus.

LEAD MANAGERS TO THE ISSUE			REGISTRAR TO THE ISSUE
 <b>Edelweiss Financial Services Limited</b> 801 - 804, Wing A, Building No 3 Inspire Block, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400 051 Tel: +91 22 4086 3535 Email: iifl.ncd@edelweissfn.com Website: www.edelweissfn.com Contact Person: Lokesh Singhi	 <b>IIFL Securities Limited*</b> 10th Floor, IIFL Centre, Kamala Centre, Senapati Bapat Marg Lower Parel (West), Mumbai - 400 013, Maharashtra, India Tel: +91 22 4646 4728 Email: iifl.ncd2022@iiflcap.com Website: www.iiflcap.com Contact Person: Nishita Mody	 <b>Equirus Capital Private Limited</b> 12th Floor, C Wing, Marathon Futurax, N.M. Joshi Marg Lower Parel, Mumbai 400 013, Maharashtra, India Tel: + 91 22 4332 0736 Email: iifl.ncd@equirus.com Website: www.equirus.com Contact person: Malay Shah	 <b>Trust Investment Advisors Private Limited</b> 109/110, Balarama, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Tel: +91 22 4084 5000 Email: projectinca@trustgroup.in Website: www.trustgroup.in Contact Person: Hani Jalan
DEBENTURE TRUSTEE TO THE ISSUE			COMPANY SECRETARY & COMPLIANCE OFFICER
 <b>Yardhman Trusteeship Private Limited**</b> The Capital, 412 A, Wing, Bandra Kurla Complex, Bandra (East) Mumbai-400 051, Maharashtra, India Tel: +91 022 4264 8335 / 8657900674 Email: nileshg@vardhmantrustee.com Website: www.vardhmantrustee.com Contact Person: Nilesh Palav			<b>Sneha Patwardhan</b> 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069 Tel.: +91 22 6788 1000 Fax: +91 22 6788 1010 Email: csteam@iifl.com Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, non-receipt of debentures certificates (in case of NCDs which have been re-materialised), transfers or interest on application money, etc. as the case may be.
CREDIT RATING AGENCIES		STATUTORY AUDITOR	
 <b>CRISIL Ratings</b> CRISIL Ratings Limited (A subsidiary of CRISIL Limited, an S&P Global Company) CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400 076, Maharashtra, India Tel: +91 22 3342 3000 Email: crisilratingdesk@crisil.com Website: www.crisil.com Contact Person: Ajit Velonje		 <b>ICRA Limited</b> Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai-400025, Maharashtra, India Tel: +91 22 61143406 Fax: +91 22 24331390 Email: shivakumar@icraindia.com Website: www.icra.in Contact Person: L. Shivakumar	<b>M/s V. Sankar Aiyar &amp; Co</b> 2-C, Court Chambers, 35, New Marine Lines, Mumbai 400020 Maharashtra, India Tel.: + 91 22 2200 4465 Email: mumbai@vsa.co.in Website: www.vsa.co.in Contact Person: G. Sankar
		<b>M/s Chhajed &amp; Doshi,</b> 101, Hubtown Solaris, N S Phadke Marg, Near East West Flyover, Andheri Mumbai- 400 069 Tel: +91 22 6103 7878 Email: info@cnindia.com Website: www.cnindia.com Contact Person: M P Chhajed	

\* IIFL Securities Limited is deemed to be our associate 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 Securities Limited would be involved only in marketing of the Issue.

\*\*Yardhman Trusteeship Private Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated June 27, 2022 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in Offer Document and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue and the same is annexed as Annexure C to the Tranche II Prospectus on Page 362.

A copy of the Prospectus has been filed with the ROC, in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please refer to the chapter titled “*Material Contracts and Documents For Inspection*” on page 354 of the Tranche II Prospectus.

**DISCLAIMER CLAUSE OF CRISIL:** A rating by CRISIL Ratings reflects CRISIL Ratings’ current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings.

**DISCLAIMER CLAUSE OF ICRA:** ICRA Ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA’s current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website [www.icra.in](http://www.icra.in) or in contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information here is true, such information is provided ‘as is without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication of its contents.

**DISCLAIMER: IIFL Finance Limited**, subject to market conditions and other considerations is proposing a public issue of NCDs and has filed the Tranche II Prospectus dated June 2, 2023 with the ROC, NSE, BSE and SEBI. The Prospectus is available on the Company’s website [www.iifl.com](http://www.iifl.com), on the website of the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and the respective websites of the lead managers at [www.edelweissfn.com](http://www.edelweissfn.com), [www.iiflcap.com](http://www.iiflcap.com), [www.equirus.com](http://www.equirus.com) and [www.trustgroup.in](http://www.trustgroup.in). Investors proposing to participate in the Tranche II Issue, should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the section on “*Risk Factors*” beginning on page 19 of the Tranche II Prospectus dated June 2, 2023.

Place : Mumbai  
 Date : June 6, 2023

For IIFL Finance Limited  
 Sd/-  
 R Venkataraman  
 Joint Managing Director  
 DIN: 00011919