

January 05, 2023

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.

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.

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 ₹ 1,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 9,000 MILLION AGGREGATING TO ₹ 10,000 MILLION ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 50,000 MILLION BY WAY OF THE TRANCHE I PROSPECTUS DATED DECEMBER 30, 2022 WHICH SHALL BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2022. THE SHELF PROSPECTUS AND TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS").

Dear Sir/Madam,

In connection with the proposed Tranche I Issue, in terms of the 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 SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations"), the Company has issued the pre-issue advertisement ("Statutory Advertisement") dated January 04, 2023 and published the same on January 05, 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 is 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

Sneha Patwardhan Company Secretary

Encl: As above

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, 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 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 45 of the Shelf Prospectus and page 20 of the Tranche I Prospectus and "History and Main Objects" on page 138 of the Shelf Prospectus.

> Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604, Maharashtra; Tel.: +91 22 4103 5000; Fax: +91 22 2580 6654; Corporate Office: 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai – 400069, Maharashtra; 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; PAN: AABCI0745G; Website: www.iifl.com; CIN: L67100MH1995PLC093797

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 Promoter, please refer to the section "Our Promoter" on page 166 of the Shelf Prospectus

PUBLIC ISSUE BY THE COMPANY OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDS" OR "DEBENTURES") FOR AN AMOUNT OF ₹1,000 MILLION ("BASE ISSUE SIZE") WITH A GREEN SHOE OPTION UP TO ₹9,000 MILLION AMOUNTING TO ₹ 10,000 MILLION ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹50,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED DECEMBER 30, 2022 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). THE SHELF PROSPECTUS AND TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THIS TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE "SEBINCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED. THE TRANCHE I ISSUE IS NOT UNDERWRITTEN.

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

TRANCHE I ISSUE PROGRAMME*

Tranche I Issue Opens On: Friday, January 06, 2023 Tranche I Issue Closes On: Wednesday, January 18, 2023

This Tranche I Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche I 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. In the event of an early closure or extension of the Transhellssue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation and a regional daily on or before such earlier or initial date of Issue Closure. On the Tranche I Issue Closing Date, the Applications Forms will be accepted only between 10 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by 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 I Issue Closing Date. For further details please refer to the chapter titled "Issue Related Information" on page 60 of the Tranche I Prospectus. THE FOLLOWING IS A SUMMARY OF THE TERMS OF THE NCDS TO BE ISSUED PURSUANT TO THE TRANCHE I PROSPECTUS:

Series	I	II	III*	IV	V	VI	VII	
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)	8.50%	-	8.75%	-	8.65%	9.00%	-	
Effective Yield (per annum)	8.49%	8.50%	8.74%	8.75%	9.00%	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	₹ 1,177.50	₹ 1,000.00	₹ 1,286.45	₹ 1,000.00	₹ 1,000.00	₹ 1,539.00	
Interest Frequency	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative	

*Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

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 - 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 82 of the Tranche I Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the issue, in accordance with the requirements of the SEBI 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 138 of the Shelf Prospectus and Clause III (A) of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents For Inspection" on page 120 of the Tranche I Prospectus.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2022: The Authorised Share Capital of the Company is ₹ 9,710,500,000 divided into 2,355,250,000 equity shares of ₹ 2 each, 5,00,000,000,000 Preference Shares of ₹ 10 each. The issued, subscribed and paid up share capital of the Company is ₹ 759,527,198 divided into 379,763,599 Equity Shares of ₹ 2 each. For information on the share capital of the Company, see "Capital Structure" on page 55 of the Shelf 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 I Prospectus are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). 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/2022/0168 dated August 17, 2022. For the purpose of the Tranche I Issue, NSE

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 the Exchange; nor does it 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 anyway 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 and other requirements by the Company; LMs or NSE; nor does it 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 Issuer. 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 Issue have been rated "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) for an amount of ₹50,000 million by CRISIL Limited ("CRISIL") vide their rating letter dated June 28, 2022, revalidated vide letter

dated July 29, 2022, further revalidated vide letter dated September 13, 2022, further revalidated vide letter dated December 26, 2022 and "[ICRA] AA (stable)" (pronounced as ICRA double A (stable)) for an amount of ₹50,000 million by ICRA Limited ("ICRA") vide their rating letter dated August 2, 2022, revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated December 23, 2022. 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 I Prospectus for the rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. 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" and "Material Developments" on page 18 and 186, respectively, of the Shelf Prospectus and "Material Developments" on page 36 of the Tranche I 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 Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any Registrar of Companies or any Stock Exchange in India nor do they guarantee the accuracy

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: IIFL Finance Limited, Tel.: +91 22 4086 3535, Fax: +91 22 4086 3610; IIFL Securities Limited, Tel.: +91 22 4086 3535, Fax: +91 22 4086 3610; IIFL Securities Limited, Tel.: +91 22 4086 3535, Fax: +91 22 4086 3610; IIFL Securities Limited, Tel.: +91 22 4086 3535, Fax: +91 22 4086 3610; IIFL Securities Limited, Tel.: +91 22 4086 3610; IIFL Securities Limit Tel.: +91 22 4646 4728; Equirus Capital Private Limited, Tel.: +91 (22) 4332 0736, Fax: +91-(22) 4332 0750, Trust Investment Advisors Private Limited, Tel.: +91 22 4084 5000, Fax: +91 22 4084 5066 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 18 of the Shelf Prospectus contained therein, before applying in the Tranche I Issue. Physical copies of the Prospectus can be obtained from the Company's Registered Office, offices of Lead Managers, offices of Consortium Members, Registrar to the Issue, Designated RTA Locations for RTAs, Designated CDP Locations for CDPs and Designated Branches of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE/NSE at www.iifl.com, www.edelweissfin.com, www.iiflcap.com, www.equirus.com, www.trustgroup.in, www.bseindia.com and www.nseindia.com respectively. PUBLIC ISSUE ACCOUNT BANK. SPONSOR BANK AND REFUND BANK: HDFC Bank Limited

 $Note: Capitalized\ terms\ not\ defined\ herein\ shall\ have\ the\ same\ meaning\ as\ assigned\ to\ such\ terms\ in\ the\ Shelf\ Prospectus\ and\ Tranche\ I\ Prospectus\ .$ **LEAD MANAGERS TO THE ISSUE**

* Edelweiss

Edelweiss Financial Services Limited Edelweiss House, Off CST Road, Kalina Mumbai - 400 098, Maharashtra, India Tel.: +91 22 4086 3535 Email: iifl.ncd@edelweissfin.com Website: www.edelweissfin.com Contact Person: Lokesh Singhi

IFL SECURITIES

IIFL Securities Limited 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 / Pawan Kumar Jain

Equirus

Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, 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

TRUST

Trust Investment Advisors Private Limited 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

STATUTORY AUDITOR

REGISTRAR TO THE ISSUE **LINK**Intime

Link Intime India Private Limited 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: iifl.ncd2022@linkintime.co.in Website: www.linkintime.co.in

Contact Person: Shanti Gopalkrishnan

COMPANY SECRETARY & COMPLIANCE OFFICER

DEBENTURE TRUSTEE TO THE ISSUE



Vardhman Trusteeship Private Limited* The Capital, 412 A, A Wing, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051, Maharashtra Tel.: 022 4264 8335 / 86579 00674 Email: nilesh@vardhmantrustee.com Website: www.vardhmantrustee.com Contact Person: Nilesh Palav

CRISIL

CRISIL Limited 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: Krishnan Sitaraman

CREDIT RATING AGENCIES ICRA A MOODY'S INVESTORS

ICRA Limited

Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Tel.: +91-22-61143406 Fax: +91-22-24331390 Email: shivakumar@icraindia.com Website: www.icra.in Contact Person: L Shivakumai

M/s V. Sankar Aivar & Co. 2-C, Court Chambers, 35, New Marine Lines, Mumbai - 400 020 Maharashtra, India Tel.: + 91 22 2200 4465 Email: mumbai@vsa.co.in

Website: www.vsa.co.in

Contact Person: G. Sankar

M/s Chhajed & Doshi 101, Hubtown Solaris, N S Phadke Marg, Near East West Flyover, Andheri (East) Mumbai- 400 069 **Tel.:** 022-61037878 Email: info@cndindia.com Website: www.cndindia.com Contact Person: M P Chhajed

Sneha Patwardhan 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 ofdebentures certificates (in case interest on application money, etc. as the case maybe.

* 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 Trusteeship Private Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated June 20, 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 mmunications sent to the holders of the NCDs issued pursuant to the Issue.

A copy of the Prospectus has been filed with the Registrar of Companies, Mumbai, Maharashtra, 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 120 of the Tranche I Prospectus.

DISCLAIMER CLAUSE OF CRISIL: A rating by 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. CRISIL Ratings criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other com transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301.

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 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 herein is true, such nformation 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 othe 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 or 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 I Prospectus dated December 30, 2022 with the Registrar of Companies, Maharashtra at Mumbai, NSE, BSE and SEBI. The Prospectus is available on the Company's website www.iifl.com, on the website of the Stock Exchanges at www.nseindia.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.iiflcap.com, www.equirus.com and www.trustgroup.in. Investors proposing to participate in the Tranche 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 18 of the Shelf Prospectus dated December 30, 2022.

For IIFL Finance Limited Sd/-

> R Venkataraman Joint Managing Director

> > DIN: 00011919

Place : Mumbai

Date : January 04, 2023

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, 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 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 45 of the Shelf Prospectus and page 20 of the Tranche I Prospectus and "History and

> Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604, Maharashtra; Tel.: +91 22 4103 5000; Fax: +91 22 2580 6654; Corporate Office: 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069, Maharashtra; 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; PAN: AABCI0745G; Website: www.iifl.com; CIN: L67100MH1995PLC093797

OUR PROMOTER

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 Promoter, please refer to the section "Our Promoter" on page 166 of the Shelf Prospectus

PUBLIC ISSUE BY THE COMPANY OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDS" OR "DEBENTURES") FOR AN AMOUNT OF ₹1,000 MILLION ("BASE ISSUE SIZE") WITH A GREEN SHOE OPTION UP TO ₹9,000 MILLION AMOUNTING TO ₹ 10,000 MILLION ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹50,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED DECEMBER 30, 2022 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE ("TRANCHE I 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 I PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THIS TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE "SEBINCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED. THE TRANCHE I ISSUE IS NOT UNDERWRITTEN.

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

TRANCHE I ISSUE PROGRAMME

Tranche I Issue Opens On: Friday, January 06, 2023 Tranche I Issue Closes On: Wednesday, January 18, 2023

*This Tranche I Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche I 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. In the event of an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation and a regional daily on or before such earlier or initial date of Issue Closure. On the Tranche I Issue Closing Date, the Applications Forms will be accepted only between 10 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by 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 Tranchel Issue Closing Date. For further details please refer to the chapter titled "Issue Related Information" on page 60 of the Tranchel Prospectus. THE FOLLOWING IS A SUMMARY OF THE TERMS OF THE NCDS TO BE ISSUED PURSUANT TO THE TRANCHE I PROSPECTUS:

Carlas			III*	I.V.	v	W	VIII		
Series	l I	li li	III*	lv IV	v	VI 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)	8.50%	-	8.75%	-	8.65%	9.00%	-		
Effective Yield (per annum)	8.49%	8.50%	8.74%	8.75%	9.00%	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	₹ 1,177.50	₹ 1,000.00	₹ 1,286.45	₹ 1,000.00	₹ 1,000.00	₹ 1,539.00		
Interest Frequency	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative		

*Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

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 - 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 82 of the Tranche I Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the issue, in accordance with the requirements of the SEBI 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 138 of the Shelf Prospectus and Clause III (A) of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents For Inspection" on page 120 of the Tranchel Prospectus.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2022: The Authorised Share Capital of the Company is ₹ 9,710,500,000 divided into 2,355,250,000 equity shares of ₹ 2 each, 5,00,000,000 Preference Shares of ₹ 10 each. The issued, subscribed and paid up share capital of the Company is ₹759,527,198 divided into 379,763,599 Equity Shares of ₹2 each. For information on the share capital of the Company, see "Capital Structure" on page 55 of the Shelf 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 I Prospectus are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Our Company has received an 'in-principle' approval from the BSE vide their letter bearing reference numbe 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. For the purpose of the Tranche I Issue, NSE

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 the Exchange; nor does it any manner warrant, certify or endorse the correctness of any of the completeness of any of the completeness 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 anyway 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 and other requirements by the Company; LMs or NSE; nor does it 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 Issuer.

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 Issue have been rated "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) for an amount of ₹50,000 million by CRISIL Limited ("CRISIL") vide their rating letter dated June 28, 2022, revalidated vide letter dated July 29, 2022, further revalidated vide letter dated September 13, 2022, further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated September 13, 2022, further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated November 18, 2022, further revalidated vide letter dated November 1 by ICRA Limited ("ICRA") vide their rating letter dated August 2, 2022, revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated December 23, 2022. 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 I Prospectus for the rationale 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" and "Material Developments" on page 18 and 186, respectively, of the Shelf Prospectus and "Material Developments" on page 36 of the Tranche I 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 Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any Registrar of Companies or any Stock Exchange in India nor do they guarantee the accuracy

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: IIFL Finance Limited, Tel.: +91 22 4086 3535, Fax: +91 22 4086 3610: IIFL Securities Limited. Tel.: +91 22 4646 4728; Equirus Capital Private Limited, Tel.: +91 (22) 4332 0736, Fax: +91-(22) Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of the SCSBs that permit submission of ASBA 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 18 of the Shelf Prospectus contained therein, before applying in the Tranche I Issue. Physical copies of the Prospectus can be obtained from the Company's Registered Office, offices of Lead Managers, offices of Consortium Members, Registrar to the Issue, Designated RTA Locations for RTAs, Designated CDP Locations for CDPs 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, www.edelweissfin.com, www.iiflcap.com, www.equirus.com, www.trustgroup.in, www.bseindia.com and 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 Shelf Prospectus and Tranche I Prospectus

★ Edelweiss

Edelweiss Financial Services Limited Edelweiss House, Off CST Road, Kalina Mumbai - 400 098, Maharashtra, India Tel · +91 22 4086 3535 Email: iifl.ncd@edelweissfin.com Website: www.edelweissfin.com Contact Person: Lokesh Singhi

IIFL SECURITIES

IIFL Securities Limited*

10th Floor, IIFL Centre, Kamala Centre, Senapati Bapat Marq Lower Parel (West), Mumbai - 400 013, Maharashtra, India Tel.: +91 22 4646 4728 Email: iifl.ncd2022@iiflcap.com Website: www.iiflcap.com

LEAD MANAGERS TO THE ISSUE Equirus

Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, 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

TRUST

Trust Investment Advisors Private Limited 109/110, Balarama, Bandra Kurla Complex Tel: +91 22 4084 5000 Fmail: projectinca@trustgroup in Website: www.trustgroup.in Contact Person: Hani Jalan

M/s Chhajed & Doshi

101. Hubtown Solaris.

REGISTRAR TO THE ISSUE **LINK**Intime

Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India

Fax: +91 22 4918 6195 Fmail: iifl ncd2022@linkintime co in Website: www.linkintime.co.in

Contact Person: Shanti Gopalkrishnan **COMPANY SECRETARY & COMPLIANCE OFFICER**

DEBENTURE TRUSTEE TO THE ISSUE



Contact Person: Nilesh Palav

Vardhman Trusteeship Private Limited** The Capital, 412 A, A Wing, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051, Maharashtra Tel.: 022 4264 8335 / 86579 00674 Email: nilesh@vardhmantrustee.com Website: www.vardhmantrustee.com

CRISIL

same, please refer to the section on "Risk Factors" beginning on page 18 of the Shelf Prospectus dated December 30, 2022.

Contact Person: Nishita Mody / Pawan Kumar Jain

CRISIL Limited 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: Krishnan Sitaraman

CREDIT RATING AGENCIES **ICRA** A MOODY'S INVESTORS SERV CE COMPANY

Contact Person: Malay Shah

Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Fax: +91-22-24331390 Email: shivakumar@icraindia.com Website: www.icra.in Contact Person: L Shivakumar

M/s V. Sankar Aiyar & Co. 2-C. Court Chambers, 35, New Marine Lines, Mumbai - 400 020 Maharashtra, India Tel.: + 91 22 2200 4465

N S Phadke Marg, Near East West Flyover, Andheri (East) Mumbai- 400 069 **Tel.:** 022-61037878 Email: mumbai@vsa.co.in Email: info@cndindia.com Website: www.vsa.co.in Website: www.cndindia.com Contact Person: M P Chhajed Contact Person: G. Sanka

STATUTORY AUDITOR

Sneha Patwardhan 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

non-receipt ofdebentures certificates (in case

Company Secretary and Compliance Officer in case of any pre-Issue or post-Issue related issues such as nonreceipt of Allotment Advice, demat credit, refund

of NCDs which have been re-materialised), transfers or interest on application money, etc. as the case maybe.

*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 Trusteeship Private Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated June 20, 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

A copy of the Prospectus has been filed with the Registrar of Companies, Mumbai, Maharashtra, 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 120 of the Tranche I Prospectus.

DISCLAIMER CLAUSE OF CRISIL: A rating by CRISIL Ratings of CRISIL 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. CRISIL Ratings criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial

transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301. 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 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 herein 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 or 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 I Prospectus dated December 30, 2022 with the Registrar of Companies, Maharashtra at Mumbai, NSE, BSE and SEBI. The Prospectus is available on the Company's website www.ifl.com, on the website of the Stock Exchanges at www.nseindia.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfin.com, www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at www.sebi.gov.in and the respective websites of the lead managers at which websites of the lead managers at which websites at the respective websites of the lead we

www.equirus.com and www.trustgroup.in. Investors proposing to participate in the Tranche I 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

For IIFL Finance Limited

Place: Mumbai Date : January 04, 2023

R Venkataraman Joint Managing Director **DIN:** 00011919



महापालिकेसाठी शिंदे गट सज्ज

मुंबई : मुंबई महापालिकेच्या निवडणुका डोळ्यांसमोर ठेवून 'बाळासाहेबांची शिवसेना' सज्ज झाली आहे. पक्षाचे मुख्य नेते व महाराष्ट्राचे मुख्यमंत्री एकनाथ शिंदे यांच्या आदेशानुसार, मुंबई महानगरपालिका क्षेत्राची संघटनात्माक कार्याची जबाबदारी खासदार व नेते गजानन कीर्तिकर, शहर पालकमंत्री दीपक केसरकर, खासदार व उपनेते राहल शेवाळे. उपनेत्या व प्रवक्त्या शीतल म्हात्रे, उपनेत्या आशा मामिडी आणि माजी नगरसेविका कामिनी शेवाळे या पदाधिकाऱ्यांवर सोपविण्यात आली आहे.

'धर्मभास्कर सन्मान' प्रदान सोहळ्याचे आयोजन

शंक राचार्य संकेश्वर पीठ यां च्यातर्फे



सदगरुदास महाराज यांना 'धर्मभारकर सन्मान' प्रदान सोहळ्याचे आयोजन बुधवार, दि. ११ जानेवारी रोजी करण्यात आले आहे. नागपूर येथील सुरेश भट सभागृह, रेशीमबाग येथे सायंकाळी ६ ते रात्री ८ वाजेपर्यंत हा सोहळा राष्ट्रीय स्वयंसेवक संघाचे सरसंघचालक डॉ. मोहनजी भागवत यांच्या अध्यक्षतेत आणि श्रीमत् शंकराचार्य (संकेश्वर पीठ) व इतर पूजनीय संत, महंतांच्या उपस्थितीत संपन्न होणार आहे. तसेच, मंगळवार, दि. १० जानेवारी रोजी सायंकाळी ६ वाजता 'संतांची भव्य रथयात्रा' कार्यक्रमाचेही आयोजन करण्यात आले आहे. अधिक माहितीसाठी संपर्क- ९७३००७८२५९

अजित पवारांविरोधात गोरेगावात निदर्शने



मुंबई : राष्ट्रवादी काँग्रेस पक्षाचे नेते आणि विधानसभेचे विरोधी पक्षनेते अजित पवार यांनी धर्मवीर छत्रपती संभाजी महाराजांबाबत केलेल्या बेताल वक्तव्याविरोधात भाजपच्यावतीने बुधवारी सकाळी १०.३० वाजता सुरभी हॉटेल समोर, स्टेशन रोड. गोरेगाव (पश्चिम) येथे आंदोलन करण्यात आले. यावेळी माजी राज्यमंत्री व आमदार विद्या ठाकूर, महाराष्ट्र प्रदेशचे उपाध्यक्ष जयप्रकाश ठाकूर, भाजपचे नेते दिलीप पटेल, माजी नगरसेवक दीपक ठाकूर, संदीप पटेल सर्व पदाधिकारी व कार्यकर्ते मोठ्या संख्येने उपस्थित होते.

५५ अनधिकृत बांधकामांवर हातोडा

महानगरपालिकेच्या महत्त्वाकांक्षी प्रकल्पांपैकी 'गोरेगाव–मुलुंड



'गोरेगांव-💹 रा`ड 'ला अडथळा ठरणारी ५५ अनधिकृत

बांधकामे हटविण्यात आली आहेत. या कारवाईपूर्वी सदर भागातील रस्त्याची रुंदी ही सुमारे ३० मीटर इतकी होती, तर आता कारवाईनंतर ती रुंदी ४५.७५ मीटर अर्थात रस्ता रेषेइतकी झाली आहे.

'म्हाडा'ची सोडत आता ऑनलाईन

मुंबई 'म्हाडा'तर्फे उभारण्यात आलेल्या विक्रीसाठी सदनिकांच्या अत्याध्निक तंत्रज्ञानाचा वापर करून ही सोडत प्रक्रिया मानवी हस्तक्षेपविरहीत आली आहे. सदनिकेसाठी अर्ज करण्यापासून ते ताबा मिळेपर्यंतची संपूर्ण प्रक्रिया आता ऑनलाईन केली आहे, माहिती 'म्हाडा'चे डिग्गीकर उपाध्यक्ष अनिल यांनी दिली. 'म्हाडा'तर्फे नवीन प्रणालीबाबत माहिती व मार्गदर्शन मिळण्याकरिता अर्जदारांनी मदत कक्षाच्या ०२२ ६९४६८१०० या दुरध्वनी क्रमांकावर संपर्क साधण्याचे आवाहन करण्यात आले आहे.

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, 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 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 45 of the Shelf Prospectus and page 20 of the Tranche I Prospectus and "History and Main Objects" on page 138 of the Shelf Prospectus.

> Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604, Maharashtra; Tel.: +91 22 4103 5000; Fax: +91 22 2580 6654; Corporate Office: 802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai – 400069, Maharashtra; 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; PAN: AABCI0745G; Website: www.iifl.com; CIN: L67100MH1995PLC093797

OUR PROMOTER

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 Promoter, please refer to the section "Our Promoter" on page 166 of the Shelf Prospectus.

PUBLIC ISSUE BY THE COMPANY OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDS" OR "DEBENTURES") FOR AN AMOUNT OF ₹1,000 MILLION ("BASE ISSUE SIZE") WITH A GREEN SHOE OPTION UP TO ₹9,000 MILLION AMOUNTING TO ₹ 10,000 MILLION ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹50,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED DECEMBER 30, 2022 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE ("TRANCHE I 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 I PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THIS TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE "SEBINGS REGULATIONS"). THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED. THE TRANCHE I ISSUE IS NOT UNDERWRITTEN

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

TRANCHE I ISSUE PROGRAMME

Tranche I Issue Opens On: Friday, January 06, 2023 Tranche I Issue Closes On: Wednesday, January 18, 2023

*This Tranche I Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche I 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. In the event of an early closure or extension of the Tranchel Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation and a regional daily on or before such earlier or initial date of Issue Closure. On the Tranche Ussue Closing Date, the Applications Forms will be accepted only between 10 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by 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 I Issue Closing Date. For further details please refer to the chapter titled "Issue Related Information" on page 60 of the Tranche I Prospectus. THE FOLLOWING IS A SUMMARY OF THE TERMS OF THE NCDS TO BE ISSUED PURSUANT TO THE TRANCHE I PROSPECTUS.

Series	I	li li	III*	l 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)	8.50%	-	8.75%	-	8.65%	9.00%	-	
Effective Yield (per annum)	8.49%	8.50%	8.74%	8.75%	9.00%	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	₹ 1,177.50	₹ 1,000.00	₹ 1,286.45	₹ 1,000.00	₹ 1,000.00	₹ 1,539.00	
Interest Frequency	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative	

*Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

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

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 ining on page 82 of the Tranche I Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section "Issue Procedure" beg has been appointed as Sponsor Bank for the issue, in accordance with the requirements of the SEBI 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 138 of the Shelf Prospectus and Clause III (A) of the Memorandum of Association of the **LIABILITY OF MEMBERS:** Limited by Shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2022: The Authorised Share Capital of the Company is ₹ 9,710,500,000 divided into 2,355,250,000 equity shares of ₹ 2 each, 5,00,000,000 Preference Shares of ₹ 10 each. The issued, subscribed and paid up share capital of the Company is ₹759,527,198 divided into 379,763,599 Equity Shares of ₹2 each. For information on the share capital of the Company, see "Capital Structure" on page 55 of the Shelf 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 I Prospectus are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). 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/2022/0168 dated November 21, 2022. For the purpose of the Tranche I Issue, NSE

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 the Exchange; nor does it 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 anyway 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 and other requirements by the Company; LMs or NSE; nor does it 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 Issuer

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of registration dated March 6, 2020 issued by the Reserve Bank of India ander Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or quarantee about the preser 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 Issue have been rated "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) for an amount of ₹50,000 million by CRISIL Limited ("CRISIL") vide their rating letter dated June 28, 2022, revalidated vide letter dated July 29, 2022, further revalidated vide letter dated September 13, 2022, further revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated December 26, 2022 and "[ICRA] AA (stable)" (pronounced as ICRA double A (stable)) for an amount of ₹50,000 million by ICRA Limited ("ICRA") vide their rating letter dated August 2, 2022, revalidated vide letter dated November 17, 2022 and further revalidated vide letter dated December 23, 2022. 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 rationale 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" and "Material Developments" on page 18 and 186, respectively, of the Shelf Prospectus and "Material Developments" on page 36 of the Tranche I 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 Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any Registrar of Companies or any Stock Exchange in India nor do they guarantee the accuracy

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, Fax: +91 22 4086 3610; IIFL Securities Limited, Tel.: +91 22 4646 4728; Equirus Capital Private Limited, Tel.: +91 (22) 4332 0736, Fax: +91-(22) 4332 0750, Trust Investment Advisors Private Limited, Tel.: +91 22 4084 5000, Fax: +91 22 4084 5066 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 18 of the Shelf Prospectus contained therein, before applying in the Tranche I Issue. Physical copies of the Prospectus can be obtained from the Company's Registered Office, offices of Lead Managers, offices of Consortium Members, Registrar to the Issue, Designated RTA Locations for RTAs, Designated CDP Locations for CDPs and Designated Branches of the SCSBs. Full copy of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE/NSE at

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 Shelf Prospectus and Tranche I Prospectus

www.iifl.com, www.edelweissfin.com, www.iiflcap.com, www.equirus.com, www.trustgroup.in, www.bseindia.com and www.nseindia.com respectively.

* Edelweiss

Edelweiss Financial Services Limited Edelweiss House, Off CST Road, Kalina Mumbai - 400 098, Maharashtra, India Tel.: +91 22 4086 3535 Email: iifl.ncd@edelweissfin.com

IIFL SECURITIES

Website: www.edelweissfin.com Contact Person: Lokesh Singhi

IIFL Securities Limited³ 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 / Pawan Kumar Jain

LEAD MANAGERS TO THE ISSUE



Equirus Capital Private Limited

A MOODY'S INVESTORS SERV CE COMPANY

12th Floor, C Wing, Marathon Futurex, 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

TRUST

Trust Investment Advisors Private Limited 109/110, Balarama, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Tel.: +91 22 4084 5000 Email: projectinca@trustgroup.ir Website: www.trustgroup.in

101, Hubtown Solaris,

N S Phadke Marg,

REGISTRAR TO THE ISSUE

LINKIntime

Link Intime India Private Limited 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: iifl.ncd2022@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan

DEBENTURE TRUSTEE TO THE ISSUE



Vardhman Trusteeship Private Limited* The Capital, 412 A, A Wing, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051, Maharashtra Tel.: 022 4264 8335 / 86579 00674 Email: nilesh@vardhmantrustee.com Website: www.vardhmantrustee.com Contact Person: Nilesh Palav

CRISIL

CRISIL Limited CRISIL House, Central Avenue, Hiranandani Business Park, Powai, **Tel.:** +91 22 3342 3000 Email: crisilratingdesk@crisil.com Website: www.crisil.com

Contact Person: Krishnan Sitaramar

CREDIT RATING AGENCIES

Mumbai 400 076, Maharashtra, India

ICRA

ICRA Limited Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Tel.: +91-22-61143406 Fax: +91-22-24331390 Email: shivakumar@icraindia.com

Website: www.icra.in

Contact Person: L Shivakumar

STATUTORY AUDITOR M/s Chhaied & Doshi

Contact Person: Hani Jalan

M/s V. Sankar Aiyar & Co. 2-C, Court Chambers, 35, New Marine Lines, Mumbai - 400 020 Maharashtra, India Tel.: + 91 22 2200 4465 Email: mumbai@vsa.co.ir Website: www.vsa.co.in

Near East West Flyover Andheri (East) Mumbai- 400 069 **Tel.:** 022-61037878 Email: info@cndindia.com Website: www.cndindia.com Contact Person: G. Sanka Contact Person: M P Chhajed

COMPANY SECRETARY & COMPLIANCE OFFICER Sneha Patwardhan

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 ofdebentures certificates (in case of NCDs which have been re-materialised), transfers or interest on application money, etc. as the case maybe.

*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 Trusteeship Private Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated June 20, 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

unications sent to the holders of the NCDs issued pursuant to the Issue A copy of the Prospectus has been filed with the Registrar of Companies, Mumbai, Maharashtra, 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 120 of the Tranchel Prospectus.

DISCLAIMER CLAUSE OF CRISIL: A rating by 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 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. CRISIL Ratings criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other cor transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301.

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 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 herein 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 or 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 I Prospectus dated December 30, 2022 with the Registrar of Companies, Maharashtra at Mumbai, NSE, BSE and SEBI. The Prospectus is available on the Company's website www.iffl.com, on the website of the lead managers at www.edelweissfin.com, www.bseindia.com, on the website of SEBI at www.ebsites of the lead managers at www.edelweissfin.com, www.bseindia.com, on the website of SEBI at www.ebsites of the lead managers at www.edelweissfin.com, www.ediflcap.com, www.eduirus.com and www.trustgroup.in. Investors proposing to participate in the Tranche I 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 18 of the Shelf Prospectus dated December 30, 2022.

For IIFL Finance Limited

R Venkataraman Joint Managing Director DIN: 00011919

Place : Mumbai Date : January 04, 2023