

February 13, 2026

<b>The Manager, Listing Department BSE Limited (“BSE”) Phiroze Jeejeebhoy Tower Dalal Street Mumbai - 400 001 BSE Scrip Code: 532636</b>	<b>The Manager, Listing Department The National Stock Exchange of India Ltd. (“NSE”) Exchange Plaza, 5 Floor, Plot C/1, G Block Bandra-Kurla Complex, Bandra(E) Mumbai - 400 051 NSE Symbol: IIFL</b>
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**Sub: PROPOSED PUBLIC ISSUE BY IIFL FINANCE LIMITED (“COMPANY” OR “ISSUER”) OF SECURED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDS”), FOR AN AMOUNT UP TO ₹500 CRORES (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹1,500 CRORES, AGGREGATING UP TO ₹2,000 CRORES (“TRANCHE I ISSUE LIMIT”) (“TRANCHE I ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹2,000 CRORES AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED FEBRUARY 12, 2026 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED FEBRUARY 12, 2026 (“SHELF PROSPECTUS”) FILED WITH THE REGISTRAR OF COMPANIES (“ROC”), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”). THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS CONSTITUTE THE PROSPECTUS.**

Dear Sir/Madam,

Pursuant to the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, we hereby inform you that a meeting of the Finance Committee (“Committee”) of the Board of Directors of IIFL Finance Limited (“Company” or “Issuer”) was held on February 12, 2026, wherein the Committee *inter alia* considered and approved the public issue by the Company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹1,000 each (“NCDS”) for an amount up to ₹500 crores (“Base Issue Size”) with an option to retain oversubscription up to ₹1,500 crores, aggregating up to ₹2,000 crores (“Tranche I Issue Limit”) (“Tranche I Issue”), which is within the shelf limit of ₹2,000 crores including the Shelf Prospectus and Tranche I Prospectus dated February 12, 2026 which has been filed with the Registrar of Companies, Maharashtra, Mumbai, the Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited.

The details as per the SEBI Master Circular for compliance with provisions of the SEBI LODR Regulations by listed entities bearing Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 (“LODR Master Circular”), are provided as follows:

Sr. No.	Particulars	Remarks
1.	Type of Securities	Secured, Rated, Listed, Redeemable, Non-Convertible Debentures
2.	Type of Issuance	Public Issue
3.	Tranche I Issue size	₹500 crores (“Base Issue Size”) with an option to retain oversubscription up to ₹1,500 crores, aggregating up to ₹2,000 crores (“Tranche I Issue Limit”)
4.	Tranche I Issue Opening date Tranche I Issue Closing date	Tuesday, February 17, 2026 Wednesday, March 4, 2026*
5.	Proposed to be listed on	BSE and NSE. NSE being the Designated Stock Exchange.
6.	Deemed Date of allotment	The date on which the Board of Directors or the Finance Committee approves the Allotment of the NCDs for the Tranche I Issue or such date as may be determined by the Board of Directors thereof and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment.
7.	Tenor	Please refer to <b>Annexure A</b>

**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](mailto:csteam@iifl.com) Website: [www.iifl.com](http://www.iifl.com)



Sr. No.	Particulars	Remarks
8.	Redemption date	Please refer to <b>Annexure A</b>
9.	Details of coupon/ interest offered, schedule of payment of coupon/interest and principal	Please refer to <b>Annexure A</b>
10.	Charge/security, if any, created over the assets	<p>The principal amount of the NCDs to be issued in terms of the Shelf Prospectus and the Tranche I Prospectus together with all interest due and payable on the NCDs, shall be secured by way of first ranking <i>pari passu</i> charge by way of hypothecation over the receivables of the Company, both present and future, book debts, loans and advances and current assets of the Company that are in existence as on the date hereof and that shall come into existence at any time and from time to time hereafter (except those assets of the Company which are exclusively charged in favour of existing charge holders as of date and details of which are disclosed to the Debenture Trustee) such that a security cover of at least 100% of the outstanding principal amounts and interest thereon in respect of the Debentures is maintained at all times until the Maturity Date, created in favor of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed and the Tranche I Prospectus.</p> <p>Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in the Tranche I Prospectus, till the execution of the Debenture Trust Deed.</p> <p>The security shall be created prior to making the listing application for the NCDs with the Stock Exchanges.</p>
11.	Special right / interest / privileges attached to the instrument, and changes thereof	N.A.
12.	Default in payment of interest / principal	<p>Our Company shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws.</p> <p>Our Company shall pay at least 2% (two percent) per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed if our Company fails to execute the trust deed within such period as prescribed under applicable law.</p>
13.	Details of any letter or comments regarding payment / non-payment of interest, principal on due dates, or any other matter concerning the security and / or the assets along with it	N.A.

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Sr. No.	Particulars	Remarks
	comments thereon, if any	
14.	Details of redemption of debentures	Please refer to <b>Annexure A</b>

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

All capitalized terms used but not specifically defined here shall have the meaning ascribed to such terms in the Shelf Prospectus and Tranche I Prospectus.

We request you to take the aforesaid on record.

Thanking you,

Yours sincerely,

**For and on behalf of IIFL Finance Limited**

**Samrat Sanyal**  
**Company Secretary & Compliance Officer**

Encl.: a/a

**CC:**  
**India International Exchange (IFSC) Limited**  
**The Signature, Building No. 13B, GIFT SEZ,**  
**GIFT City, Gandhinagar, Gujarat – 382355**

**Annexure – A**
**Specific terms for NCDs**

Series	I	II	III	IV	V*	VI	VII	VIII	IX
Frequency of Interest Payment	Monthl y	Monthl y	Monthl y	Annual	Annual	Annual	Cumula tive	Cumula tive	Cumula tive
Minimum Application	₹ 10,000 (10 NCDs) across all Series								
Face Value/ Issue	₹ 1,000								
Price of NCDs (₹/ NCD)	₹ 1,000 (1 NCD)								
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)								
Tenor	24 months	36 months	60 months	24 months	36 months	60 months	24 months	36 months	60 months
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	8.37%	8.52%	8.65%	8.70%	8.85%	9.00%	NA	NA	NA
Effective Yield (per annum) for NCD Holders in Category I, II, III & IV	8.70%	8.85%	9.00%	8.69%	8.84%	8.99%	8.70%	8.85%	9.00%
Mode of Interest Payment	Through various modes available								
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹ 1,000.0 0	₹ 1,000.0 0	₹ 1,000.0 0	₹ 1,000.0 0	₹ 1,000.0 0	₹ 1,000.0 0	₹ 1,181.8 5	₹ 1,290.0 0	₹ 1,539.0 0
Maturity / Redemption Date (Months from the Deemed Date of Allotment)	24 months	36 months	60 months	24 months	36 months	60 months	24 months	36 months	60 months
Put and Call Option	NA								

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

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

2. With respect to Series where interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under monthly Series will be made at the time of redemption of the NCDs. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till March 31, 2026 will be paid on April 1, 2026.

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

4. Please refer to Annexure C of the Tranche I Prospectus dated February 12, 2026, for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

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