



February 05, 2020

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.
Tel no.: 22721233
BSE Scrip Code: 532636

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.
Tel No.: 2659 8235
NSE Symbol: IIFL

Sub: Intimation under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations")

Dear Sir/Madam,

With reference to our intimations dated May 15, 2019 and January 28, 2020, we hereby inform the stock exchanges that India Infoline Finance Limited, a material subsidiary of the Company, has made following announcement today:

*** India Infoline Finance Limited - MANDATE ANNOUNCEMENT***

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, OR IN OR INTO INDIA OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

India Infoline Finance Limited (the "Company" or "IIFL"), rated Ba3 (stable) by Moody's and BB- (stable) by Fitch, has mandated Barclays, HSBC, Standard Chartered Bank and UBS as Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners and Emirates NBD Capital as Joint Lead Managers and Joint Bookrunners to arrange a series of fixed income investor meetings and conference calls in Europe, Middle East and Asia commencing February 7, 2020. A benchmark sized USD Regulation S senior secured notes offering under its Euro Medium Term Note Programme, may follow, subject to market conditions.

FCA / ICMA stabilization applies.

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "CMP Regulations 2018"), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the securities will be 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This announcement is confidential and solely for the use of the person it is addressed to and its advisers. Release, transmission or distribution to any other person is prohibited. The distribution of this announcement and other information referred to herein may be restricted by law and persons into whose possession this announcement or such other information comes should inform themselves about and observe any such restriction.

IIFL Finance Limited (formerly known as IIFL Holdings Limited)

CIN No.: L67100MH1995PLC093797

Corporate Office – 802, 8th 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, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com





This announcement is not and does not constitute or form a part of, and should not be construed as, any offer, solicitation or invitation to sell, issue, purchase or subscribe for any securities of the Company in or into the United States, India or any other jurisdiction. No securities mentioned herein have been, or will be, registered under the U.S. Securities Act, or any state securities laws or other jurisdiction of the United States, India or any other jurisdiction. If any offering proceeds, the securities will only be offered or sold outside the United States in reliance on Regulation S ("Regulation S") under the U.S. Securities Act. No securities may be offered, sold or delivered in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws of the United States. No public offering is being made in the United States, India or in any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. Any offering of securities will be made by means of one or more offering documents, which will contain detailed information about the Company making the offer and its management and financial statements and the terms and conditions of the securities. No action has been taken in any jurisdiction that would permit a public offering to occur in any jurisdiction. Neither this announcement nor any portion hereof may be sent or distributed in or into the United States, or in or into India or any jurisdiction where it is unlawful to do so. This announcement does not constitute an advertisement, invitation, offer, sale or offer to sell, offer to purchase, or a solicitation to sell or solicitation to purchase or subscribe for securities (whether to the public or by way of private placement) within the meaning of the Indian Companies Act, 2013, as amended from time to time or other applicable laws, regulations and guidelines of India nor shall it or any part of it form basis of or relied on in connection with any contract, commitment or any investment decision in India. No securities may be offered or sold and have not been offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act (Chapter 289 of Singapore), as modified or amended from time to time (the "SFA"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. Any failure to comply with these restrictions may result in a violation of the U.S. Securities Act or the applicable laws, regulations and guidelines of India or any other jurisdictions. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted. Neither this communication nor any information herein nor the fact of its distribution shall form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever.

Each noteholder shall be deemed to confirm that if they purchase any Notes and while they hold any notes, they reside in a FATF compliant country or a country which is a member of a FATF-style regional body or whose securities market regulator is a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory to a bilateral Memorandum of Understanding with the Securities and Exchange Board of India for information sharing arrangements, in accordance with the extant regulations of the Reserve Bank of India in relation to external commercial borrowings. Each noteholder shall also be deemed to confirm that it: (a) shall not be a resident of a country identified in the public statement of the FATF as: (i) a jurisdiction having strategic Anti-Money Laundering or Combating the Financing of Terrorism deficiencies to which counter measures apply; or (ii) a jurisdiction that has not made sufficient progress in addressing the deficiencies or has not committed to an action plan developed with the FATF to address the deficiencies. Further, foreign branches/subsidiaries of Indian banks are permitted as recognised investors only for Foreign Currency Notes (except Foreign Currency Convertible Notes and Foreign Currency Exchangeable Notes). Foreign branches/subsidiaries of Indian banks, subject to applicable prudential norms, can participate as arrangers/underwriters/market-makers/traders for Rupee denominated Notes issued overseas.

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The Notes, referred to above, will not be offered or sold, and have not been offered or sold in India by means of any offering document or other document or material relating to the Notes, directly or indirectly, to any person or to the public in India. This communication or any offering memorandum or prospectus (or equivalent disclosure document) produced in connection with the offering of securities is not an offer document or an offering circular or a "private placement offer cum application letter" or a "prospectus" under the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or any other applicable law in India. This announcement has not been and will not be registered as a "prospectus" or a statement in lieu of prospectus in respect of a public offer, information memorandum or "private placement offer cum application letter" or any other offering material with any Registrar of Companies in India or the Securities and Exchange Board of India or any other statutory or regulatory body of like nature in India, save and except for any information relating to the Notes which is mandatorily required to be disclosed or filed in India under any applicable Indian laws, including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or pursuant to the sanction of any regulatory and adjudicatory body in India and no such document will be circulated or distributed to any person in India.

A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension, reduction or withdrawal at any time by the relevant rating agencies. The significance of each rating should be analysed independently from any other rating. This has been prepared solely for informational purposes. It is not an offer, recommendation or solicitation to buy or sell any securities, nor is it an official confirmation of terms.

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Kindly take the same on record and oblige.

Thanking you,
Yours Faithfully

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

Gajendra Thakur
Company Secretary
Membership No. A19285
Place: Mumbai



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