

March 29, 2025

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, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051.
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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 ₹100 CRORES (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹400 CRORES, AGGREGATING UP TO ₹500 CRORES (“TRANCHE I ISSUE LIMIT”) (“TRANCHE I ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹2,500 CRORES AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED MARCH 29, 2025 CONTAINING, *INTER ALIA*, THE TERMS AND CONDITIONS OF TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED MARCH 29, 2025 (“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 IIFL Finance Limited (“**Company**” or “**Issuer**”) was held on March 29, 2025, wherein the Committee, approved the Shelf and Tranche I Prospectus dated March 29, 2025 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.

Further, the Committee also considered and approved the public issue of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹1,000 each (“**NCDS**”) for an amount up to ₹100 crores (“**Base Issue Size**”) with an option to retain oversubscription up to ₹400 crores, aggregating up to ₹500 crores (“**Tranche I Issue Limit**”), which is within the shelf limit of ₹2,500 crores.

The details as per the SEBI Master Circular for compliance with provisions of the SEBI LODR Regulations by listed entities bearing Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**LODR Master Circular**”), are provided as follows:

Sr. No.	Particulars	Remarks
1.	Type of Instrument	Secured, Rated, Listed, Redeemable, Non-Convertible Debentures
2.	Type of Issuance	Public Issue
3.	Tranche I Issue size	₹100 crores (“ Base Issue Size ”) with an option to retain oversubscription up to ₹400 crores, aggregating up to ₹500 crores (“ Tranche I Issue Limit ”)
4.	Issue Opening Date Issue Closing Date	April 07, 2025 April 23, 2025*
5.	Proposed to be listed on	a) BSE Limited (“ BSE ”) and b) National Stock Exchange of India Limited (“ NSE ”). NSE being the Designated Stock Exchange.
6.	Tenor	Please refer to Annexure A
7.	Deemed Date of allotment	April 29, 2025
8.	Redemption date	Please refer to Annexure A

IIFL Finance 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, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22)

41035000. Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com



Sr. No.	Particulars	Remarks
9.	Details of coupon/ interest offered, schedule of payment of coupon/interest and principal	Please refer to Annexure A
10.	Charge/security, if any, created over the assets	The principal amount of the NCDs together with all interest due and payable on the NCDs, shall be secured by way of first ranking pari passu 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 NCDs is maintained at all times until the Maturity Date, created in favor of the Debenture Trustee.
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 comments thereon, if any	N.A.
14.	Details of redemption of NCDs indicating the manner of redemption (whether out of profits or out of fresh issues)	N.A.

** 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 this 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*

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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) one Working Day post the Tranche I Issue Closing Date.

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

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Annexure – A

Series	I	II	III	IV	V	VI*	VII	VIII	IX
Tenure (months)	15	15	24	24	36	36	36	60	60
Frequency	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual
Nature of Indebtedness	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured
Coupon (p.a.)	9.00%	-	9.30%	-	9.35%	9.75%	-	9.60%	10.25%
Yield (p.a.)	9.06%	9.00%	9.30%	9.30%	9.76%	9.74%	9.75%	10.03%	10.24%
Face Value	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Redemption Value	₹ 1,000	₹ 1,113.67	₹ 1,000	₹ 1,194.65	₹ 1,000	₹ 1,000	₹ 1,322.28	₹ 1,000	₹ 1,000
Interest frequency	Annual	At maturity	Annual	At maturity	Monthly	Annual	At maturity	Monthly	Annual
Redemption Date	July 29, 2026	July 29, 2026	April 29, 2027	April 29, 2027	April 29, 2028	April 29, 2028	April 29, 2028	April 29, 2030	April 29, 2030

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

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