

Issuer	IIFL Wealth Finance Limited
Issue Size (INR Cr)	30
Total Nominal Capital (INR Cr)	4.54
Total Paid up Capital (INR Cr)	4.54
Objects of the Issue	General corporate purposes and onward lending
Instrument	Principal Protected/Rated/Listed/Secured/Redeemable NCD issued by an NBFC
Nature and status of Bonds	Secured
Issuance Mode	Private Placement
Convertibility	Non-convertible
Trading Mode	DEMAT form only
Credit Rating	PP MLD[ICRA]AA (pronounced ICRA double A) with stable outlook
Face Value	Rs. 100,000/- Per Debenture
Premium/Discount on Issue	N.A.
Issue Price	Rs. 100,000/- Per Debenture
Premium/Discount on redemption	Not Applicable
Maturity (days from deemed date of allotment)	1248
Redemption/ Maturity Date	28-Nov-19
Lock-in-Period	Not Applicable
Minimum Application	25 debenture and in multiples of 1 debenture thereafter
Put Option	None
Call Option	None
Call Option Price	Not Applicable

Call Notification Time	Not Applicable
Coupon Rate	<p>Max (0,Min (50.0%, 50.0% + 10.0 * (Underlying Performance -5%)))</p> <p>Where</p> <p>Initial Fixing Level : Official Closing Level of Nifty 50 Index as on Initial Fixing Date</p> <p>Final Fixing Level: Official Closing Level of Nifty 50 Index as on Final Fixing Dates</p> <p>Underlying Performance: (Final Fixing Level / Initial Fixing Level) – 1</p>
Step Up/ Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Coupon, if any will be paid on Redemption Date
Coupon / Interest Payment Date	Coupon, if any will be paid on Redemption Date
Coupon Type	Coupon linked to Underlying / Reference Index
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable
Default Interest Rate	In case of default in payment of Coupon and/or principal redemption on the Redemption date, additional interest @ 2% p.a. over the Coupon will be payable by the Company for the defaulting period.
Day Count Basis	Not Applicable
Interest on Application Money	This issue does not contemplate any interest on application money till allotment of Debentures.

Listing	The Company proposes to list these Debentures on the BSE WDM segment. The Issuer confirms that the Debentures would be listed within 15 days from the Deemed Date of Allotment.
Trustees	Milestone Trusteeship Services Company Private Limited
Depository	NSDL and CDSL
Registrars	Link Intime India Private Limited
Settlement	
Business Day Convention	Unless otherwise stated, Modified Following Business Day Convention
Record Date	The date, as may be fixed by the Company, which will be 15 days prior to the redemption date on which the determination of the persons entitled to receive coupon/redemption amount in respect of the Debentures (i.e., persons whose names are registered in the register of Debenture Holders or NSDL/CDSL record) shall be made.
Payment Mode	RTGS
Eligible Investors	<p>The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures</p> <ul style="list-style-type: none"> · Resident Individuals · Hindu Undivided Family · Trust · Limited Liability Partnerships · Partnership Firm(s) · Portfolio Managers registered with SEBI · Association of Persons · Companies and Bodies Corporate including Public Sector Undertakings. · Commercial Banks · Regional Rural Banks · Financial Institutions · Insurance Companies · Mutual Funds/ Alternative Investment Fund(s) (AIFs) <p>Any other investor eligible to invest in these Debentures</p>

Non-Eligible classes of Investors	Non Residents
Transaction Documents	<ul style="list-style-type: none"> Memorandum and Articles of Association of the Company. Date of passing of Board Resolution: May 5, 2016 Date of passing of resolution in general meeting: May 5, 2016 Consent Letter from Milestone Trusteeship Services Company Private Limited for acting as Debenture Trustee for and on behalf of the holder(s) of the Debentures. Consent Letter from Link Intime India Private Limited for acting as Registrars to the Issue Letter from ICRA Limited conveying the credit rating for the Debentures of the Company and the rating rationale pertaining thereto. <p>Debenture Trust deed between Company and Milestone Trusteeship Services Company Private Limited dated May 18, 2016.</p>
Conditions precedent to subscription of Bonds	Nil
Conditions subsequent to subscription of Bonds	Nil
Cross Default	Not Applicable
Roles and Responsibilities of Trustees	As per Debenture Trust Deed
Governing Law and Jurisdiction	<p>The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the directions of the RBI and the SEBI. The Debenture holders, by purchasing the Debentures, agree that the Mumbai High Court shall have exclusive jurisdiction with respect to matters relating to the Debentures.</p>
Additional Covenants	Not Applicable
Applicable RBI Guidelines	-

Prohibition on Purchase/ Funding of Bonds	Not Applicable
Issue Opening Date	28-Jun-16
Issue Closing Date	28-Jun-16
Pay In Dates	28-Jun-16
Deemed Date of Allotment	28-Jun-16