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|   | Enhanced Yield 9%   |
| Issuer  | IIFL Wealth Finance Limited   |
| Issue Size (INR Cr)                           | 1.5   |
| Total Nominal Capital (INR Cr)                | 1.5   |
| Total Paid up Capital (INR Cr)                | 1.5   |
| 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) | 562   |
| Redemption/ Maturity Date                     | 6-May-18  |
| 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  |



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| Call Notification Time   | Not Applicable  |
| Coupon Rate  | Coupon, if any will be paid on Redemption Date, If Nifty Performance $\geq -75\%$<br>Coupon -14.19% Maturity value-114,190, else zero coupon<br>Underlying Performance: (Final Fixing Level / Initial Fixing Level) – 1 |
| Step Up/ Step Down<br>Coupon Rate  | Not Applicable  |
| Coupon Payment<br>Frequency  | Coupon, if any will be paid on Redemption Date, If Nifty Performance $\geq -75\%$<br>Coupon -14.19% Maturity value-114,190, else zero coupon<br>Underlying Performance: (Final Fixing Level / Initial Fixing Level) – 1 |
| Coupon / Interest<br>Payment Date  | Coupon, if any will be paid on Redemption Date, If Nifty Performance $\geq -75\%$<br>Coupon -14.19% Maturity value-114,190, else zero coupon<br>Underlying Performance: (Final Fixing Level / Initial Fixing Level) – 1 |
| Coupon Type  | Coupon linked to Underlying / Reference Index   |
| Coupon Reset Process<br>(including rates, spread,<br>effective date, interest<br>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<br>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 20 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   |



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| 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"> <li>• Resident Individuals</li> <li>• Hindu Undivided Family</li> <li>• Trust</li> <li>• Limited Liability Partnerships</li> <li>• Partnership Firm(s)</li> <li>• Portfolio Managers registered with SEBI</li> <li>• Association of Persons</li> <li>• Companies and Bodies Corporate including Public Sector Undertakings.</li> <li>• Commercial Banks</li> <li>• Regional Rural Banks</li> <li>• Financial Institutions</li> <li>• Insurance Companies</li> <li>• Mutual Funds/ Alternative Investment Fund(s) (AIFs)</li> </ul> <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"> <li>• Memorandum and Articles of Association of the Company.</li> <li>• Date of passing of resolution in the general meeting: August 13, 2016</li> <li>• Date of passing of resolution in the general meeting: September 16, 2016</li> <li>• Date of passing of resolution by the Debenture Allotment Committee of the Board of Directors: October 04, 2016</li> <li>• 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.</li> <li>• Consent Letter from Link Intime India Private Limited for acting as Registrars to the Issue</li> <li>• Letter from ICRA Limited conveying the credit rating for the Debentures of the Company and the rating rationale pertaining thereto.</li> <li>• Debenture Trust deed between Company and Milestone Trusteeship Services Company Private Limited dated September 26, 2016.</li> </ul> |



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| 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                 | 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. |
| Additional Covenants                           | Not Applicable  |
| Applicable RBI Guidelines                      | -   |
| Prohibition on Purchase/ Funding of Bonds      | Not Applicable  |
| Issue Opening Date                             | 21-Oct-16   |
| Issue Closing Date                             | 21-Oct-16   |
| Pay In Dates                                   | 21-Oct-16   |
| Deemed Date of Allotment                       | 21-Oct-16   |
| BRANCH   | FORT BR   |
| ADDRESS  | MANEKJI WADIA BLDG, GROUND FLOOR, NANIK MOTWANI MARG, FORT, MUMBAI-400001   |
| Bank A/C Name                                  | IIFL WEALTH FINANCE LIMITED   |
| Bank A/C No                                    | 600340080963  |
| RTGS/NEFT IFSC                                 | HDFC0000060   |

