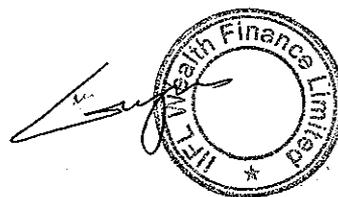
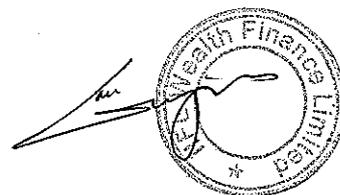


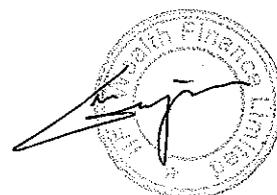
Issuer	IIFL Wealth Finance Limited	IIFL Wealth Finance Limited	IIFL Wealth Finance Limited
Issue Size (INR Cr)	1	25	27
Total Nominal Capital (INR Cr)	1	25	27
Total Paid up Capital (INR Cr)	1	25	27
Objects of the Issue	General corporate purposes and onward lending	General corporate purposes and onward lending	General corporate purposes and onward lending
Instrument	Principal Protected/Rated/Listed/Secured/Redeemable NCD issued by an NBFC	Principal Protected/Rated/Listed/Secured/Redeemable NCD issued by an NBFC	Principal Protected/Rated/Listed/Secured/Redeemable NCD issued by an NBFC
Nature and status of Bonds	Secured	Secured	Secured
Issuance Mode	Private Placement	Private Placement	Private Placement
Convertibility	Non-convertible	Non-convertible	Non-convertible
Trading Mode	DEMAT form only	DEMAT form only	DEMAT form only
Credit Rating	PP MLD[ICRA]AA (pronounced ICRA double A) with stable outlook	PP MLD[ICRA]AA (pronounced ICRA double A) with stable outlook	PP MLD[ICRA]AA (pronounced ICRA double A) with stable outlook
Face Value	Rs. 100,000/- Per Debenture	Rs. 100,000/- Per Debenture	Rs. 100,000/- Per Debenture
Premium/Discount on Issue	N.A.	N.A.	N.A.
Issue Price	Rs. 100,000/- Per Debenture	Rs. 100,000/- Per Debenture	Rs. 100,000/- Per Debenture
Premium/Discount on redemption	Not Applicable	Not Applicable	Not Applicable
Maturity (days from deemed date of allotment)	2555	2555	3647
Redemption/Maturity Date	4-Jan-24	4-Jan-24	31-Dec-26
Lock-in-Period	Not Applicable	Not Applicable	Not Applicable
Minimum Application	25 debenture and in multiples of 1 debenture thereafter	25 debenture and in multiples of 1 debenture thereafter	25 debenture and in multiples of 1 debenture thereafter
Put Option	None	None	None
Call Option	The Issuer will have the option, to elect a Call Date and for the Debentures to be redeemed in full, on the	The Issuer will have the option, to elect a Call Date and for the Debentures to be redeemed in full, on the Business Day falling 366 days after the Trade Date.	The Issuer will have the option, to elect a Call Date and for the Debentures to be redeemed in full, on the Business Day falling 366 days after the Trade Date.



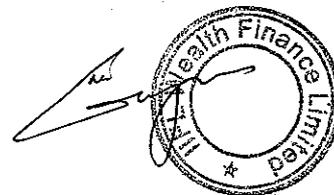
	Business Day falling 366 days after the Trade Date.		
Call Option Price	Call Option shall occur at par or at price which shall take into consideration a) the market value of the Bond A & Bond B b) Coupons received from Bond A & Bond B till unwind date c) Reinvestment income on coupons received from Bond A & Bond B till unwind date If such price computed, solely by the issuer, is higher than par value	Call Option shall occur at par or at price which shall take into consideration a) the market value of the Bond A & Bond B b) Coupons received from Bond A & Bond B till unwind date c) Reinvestment income on coupons received from Bond A & Bond B till unwind date If such price computed, solely by the issuer, is higher than par value	Call Option shall occur at par or at price which shall take into consideration a) the market value of the Bond A, Bond B, Bond C, Bond D, Bond E, Bond F & Bond G b) Coupons received from Bond A, Bond B, Bond C, Bond D, Bond E, Bond F & Bond G till unwind date c) Reinvestment income on coupons received from Bond A, Bond B, Bond C, Bond D, Bond E, Bond F and Bond G till call date If such price computed, solely by the issuer, is higher than par value
Call Notification Time	The Issuer may, (with seven Business Days prior written notice) elect any Business Day between 366 days after trade date and 30 days prior to the Maturity Date, to be the Call Date	The Issuer may, (with seven Business Days prior written notice) elect any Business Day between 366 days after trade date and 30 days prior to the Maturity Date, to be the Call Date	The Issuer may, (with seven Business Days prior written notice) elect any Business Day between 366 days after trade date and 30 days prior to the Maturity Date, to be the Call Date
Coupon Rate	Coupon, if any will be paid on Redemption Date; Cap value 69.09%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds	Coupon, if any will be paid on Redemption Date; Cap value 70.28%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds	Coupon, if any will be paid on Redemption Date; Cap value 129.5%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds
Step Up/ Step Down Coupon Rate	Not Applicable	Not Applicable	Not Applicable
Coupon Payment Frequency	Coupon, if any will be paid on Redemption Date; Cap value 69.09%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds	Coupon, if any will be paid on Redemption Date; Cap value 70.28%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds	Coupon, if any will be paid on Redemption Date; Cap value 129.5%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds
Coupon / Interest Payment Date	Coupon, if any will be paid on Redemption Date; Cap value 69.09%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds	Coupon, if any will be paid on Redemption Date; Cap value 70.28%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds	Coupon, if any will be paid on Redemption Date; Cap value 129.5%; Floor value 0% based on performance of portfolio of listed PSU bank AT1 bonds
Coupon Type	Coupon linked to performance of portfolio of listed PSU bank AT1 bonds	Coupon linked to performance of portfolio of listed PSU bank AT1 bonds	Coupon linked to performance of portfolio of listed PSU bank AT1 bonds



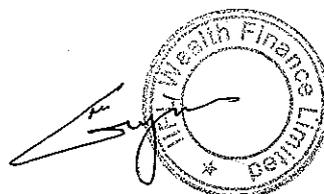
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable	Not Applicable	Not Applicable
Default Interest Rate	In case of default in payment of Coupon and/or principal redemption on the Redemption date, additional interest @ 2% p.a. over the Coupon will be payable by the Company for the defaulting period.	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.	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	Not Applicable	Not Applicable
Interest on Application Money	This issue does not contemplate any interest on application money till allotment of Debentures.	This issue does not contemplate any interest on application money till allotment of Debentures.	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.	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.	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	Milestone Trusteeship Services Company Private Limited	Milestone Trusteeship Services Company Private Limited
Depository	NSDL and CDSL	NSDL and CDSL	NSDL and CDSL
Registrars	Link Intime India Private Limited	Link Intime India Private Limited	Link Intime India Private Limited
Settlement			
Business Day Convention	Unless otherwise stated, Modified Following Business Day Convention	Unless otherwise stated, Modified Following 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	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	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.



	NSDL/CDSL record) shall be made.	NSDL/CDSL record) shall be made.	
Payment Mode	RTGS	RTGS	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 and Foreign Institutional Investors(FII) 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> <li>· Any other investor eligible to invest in these Debentures</li> </ul>	<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 and Foreign Institutional Investors(FII) 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> <li>· Any other investor eligible to invest in these Debentures</li> </ul>	<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 and Foreign Institutional Investors(FII) 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> <li>· Any other investor eligible to invest in these Debentures</li> </ul>
Non-Eligible classes of Investors	Non Residents	Non Residents	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 for increase in borrowings in the general meeting: December 1, 2016</li> <li>• Date of passing of resolution for issue of debentures in the general meeting: December 1, 2016</li> <li>• Date of passing of resolution by the Debenture Allotment Committee of the Board of Directors: December, 12 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 Dec 07 2016.</li> </ul>	<ul style="list-style-type: none"> <li>• Memorandum and Articles of Association of the Company.</li> <li>• Date of passing of resolution for increase in borrowings in the general meeting: December 1, 2016</li> <li>• Date of passing of resolution for issue of debentures in the general meeting: December 1, 2016</li> <li>• Date of passing of resolution by the Debenture Allotment Committee of the Board of Directors: December, 12 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 Dec 07 2016.</li> </ul>	<ul style="list-style-type: none"> <li>• Memorandum and Articles of Association of the Company.</li> <li>• Date of passing of resolution for increase in borrowings in the general meeting: December 1, 2016</li> <li>• Date of passing of resolution for issue of debentures in the general meeting: December 1, 2016</li> <li>• Date of passing of resolution by the Debenture Allotment Committee of the Board of Directors: December, 12 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 Dec 07 2016.</li> </ul>
Conditions precedent to subscription of Bonds	Nil	Nil	Nil
Conditions subsequent to subscription of Bonds	Nil	Nil	Nil
Cross Default	Not Applicable	Not Applicable	Not Applicable



Roles and Responsibilities of Trustees	As per Debenture Trust Deed	As per Debenture Trust Deed	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.	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.	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	Not Applicable	Not Applicable
Applicable RBI Guidelines	-	-	-
Prohibition on Purchase/ Funding of Bonds	Not Applicable	Not Applicable	Not Applicable
Issue Opening Date	5-Jan-17	5-Jan-17	5-Jan-17
Issue Closing Date	5-Jan-17	5-Jan-17	5-Jan-17
Pay In Dates	5-Jan-17	5-Jan-17	5-Jan-17
Deemed Date of Allotment	5-Jan-17	5-Jan-17	5-Jan-17
BRANCH	FORT BR	FORT BR	FORT BR
ADDRESS	MANEKJI WADIA BLDG, GROUND FLOOR, NANIK MOTWANI MARG, FORT, MUMBAI-400001	MANEKJI WADIA BLDG, GROUND FLOOR, NANIK MOTWANI MARG, FORT, MUMBAI-400001	MANEKJI WADIA BLDG, GROUND FLOOR, NANIK MOTWANI MARG, FORT, MUMBAI-400001
Bank A/C Name	IIFL WEALTH FINANCE LIMITED	IIFL WEALTH FINANCE LIMITED	IIFL WEALTH FINANCE LIMITED
Bank A/C No	600340080963	600340080963	600340080963
RTGS/NEFT IFSC	HDFC0000060	HDFC0000060	HDFC0000060

