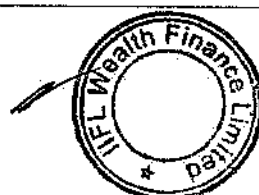
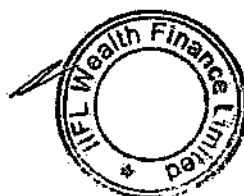


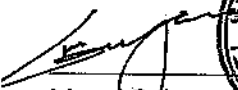

Issuer	IIFL Wealth Finance Limited
Issue Size	Rs 9,64,86,038
Total Nominal Value of Debenture	Rs 9,02,00,000
Total Paid up Value of Debenture	Rs 9,64,86,038
Objects of the Issue	General corporate purposes and onward lending
Instrument	Principal Protected/Rated/Listed/Secured/Redeemable NCD issued by 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. 1,00,000/- Per Debenture
Premium/ Discount on Issue	Rs. 6,969/- Per Debenture
Issue Price	Rs. 1,06,969/- Per Debenture
Premium/ Discount on redemption	Not Applicable
Maturity (days from deemed date of allotment)	850 Days
Redemption/ Maturity Date	14-May-21
Lock-in-Period	Not Applicable
Minimum Application	25 debentures and in multiples of 1 debenture thereafter
Put Option	None
Call Option	NA
Call Option Price	Not applicable
Call Notification Time	Not applicable
Coupon Rate	If Final Fixing Level > 25% of the Initial Fixing level is 32.143%, Else zero
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	Actual / Actual
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 20 days from the Deemed Date of Allotment.
Trustees	Beacon Trusteeship 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"> <li>• Resident Individuals,</li> <li>• Hindu Undivided Family,</li> <li>• Trust,</li> <li>• Limited Liability Partnerships, 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, Regional Rural Banks, Financial Institutions,</li> <li>• Insurance Companies,</li> <li>• Mutual Funds/ Alternative Investment Fund (AIF), and any other investor eligible to invest in these Debentures</li> </ul>
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>• Resolution passed by shareholders in the general meeting dated July 20, 2018 for increase in overall borrowing limits of the company.</li> <li>• Resolution passed by shareholders in the general meeting dated April 02, 2018 for issuance of debentures on private placement basis.</li> <li>• Resolution passed by the Finance Committee of the Board of Directors dated January 01, 2019 for issuance of debentures on private placement basis.</li> <li>• Consent Letter from Beacon Trusteeship 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 executed between Company and Beacon Trusteeship Limited.</li> </ul>
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 offered are subject to provisions of the Companies Act, 2013 as may be applicable, Securities Contract Regulation Act, 1956, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 in terms of this Disclosure Document, Instructions contained in the Application Form and other terms and conditions as may be incorporated in the Trustee Agreement and the Trust Deed and such other laws as may be applicable, guidelines, notifications and regulations relating to the issue and allotment of securities issued from time to time by the Government of India, Reserve Bank of India (RBI), and, or any other authorities and other documents that may be executed in respect of these Debentures. 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	15-Jan-19
Issue Closing Date	15-Jan-19
Pay In Dates	15-Jan-19
Deemed Date of Allotment	15-Jan-19
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	00600340080963
RTGS/NEFT IFSC	HDFC0000060

  
  
 Manoj Gujran  
 Company Secretary