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| Issuer                                                                                          | IIFL Wealth Finance Limited                                                                                                                                                                                                                                                                                                   |
| Issue Size                                                                                      | Rs 19959534                                                                                                                                                                                                                                                                                                                   |
| Total Nominal Value of Debenture                                                                | Rs 18900000                                                                                                                                                                                                                                                                                                                   |
| Total Paid up value of Debenture                                                                | Rs 19959534                                                                                                                                                                                                                                                                                                                   |
| 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. 100000/- Per Debenture                                                                                                                                                                                                                                                                                                    |
| Premium/ Discount on Issue                                                                      | Rs. 5606/- Per Debenture                                                                                                                                                                                                                                                                                                      |
| Issue Price                                                                                     | Rs. 105606/- Per Debenture                                                                                                                                                                                                                                                                                                    |
| Premium/ Discount on redemption                                                                 | Not Applicable                                                                                                                                                                                                                                                                                                                |
| Maturity (days from deemed date of allotment)                                                   | 2440 Days                                                                                                                                                                                                                                                                                                                     |
| Redemption/ Maturity Date                                                                       | 27-Apr-26                                                                                                                                                                                                                                                                                                                     |
| Lock-in-Period                                                                                  | Not Applicable                                                                                                                                                                                                                                                                                                                |
| Minimum Application                                                                             | 25 debentures and in multiples of 1 debenture thereafter                                                                                                                                                                                                                                                                      |
| Put Option                                                                                      | None                                                                                                                                                                                                                                                                                                                          |
| Call Option                                                                                     | On completion of 37 month from the Initial trade date, the Issuer will have the option, to elect a Call Date for the Debentures to be redeemed in full. If the Call Option is exercised, the Debentures will be redeemed 15 calendar days after Call Option exercise date at the Call Option Price.                           |
| Call Option Price                                                                               | Call Option shall occur at par or at price which shall take into consideration<br>a) the market value of the Bond A<br>b) Coupons received from Bond A till unwind date<br>c) Reinvestment income on coupons received from Bond A, till unwind date<br>If such price computed, solely by the issuer, is higher than par value |
| Call Notification Time                                                                          | Seven Business days prior to call date                                                                                                                                                                                                                                                                                        |
| Coupon Rate                                                                                     | Coupon, if any will be paid on Redemption Date                                                                                                                                                                                                                                                                                |
| 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.                                                                                                                                                                                                                               |



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| 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                       | 1. 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.<br>2. In case of early redemption pursuant to exercise of Call Option, Call option date will be the record date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Payment Mode                      | RTGS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Eligible Investors                | The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures: <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 March 20, 2019 for issuance of debentures on private placement basis.</li> <li>• Resolution passed by the Finance Committee of the Board of Directors dated May 28, 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 dated May 22, 2019</li> <li>• Consent Letter from Link Intime India Private Limited for acting as Registrars to the Issue dated May 27, 2019</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 dated May 29, 2019.</li> <li>• Pledge Agreement executed between Company and Beacon Trusteeship Limited dated June 04, 2019.</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 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                             | 22-Aug-19                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Issue Closing Date                             | 22-Aug-19                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Pay In Dates                                   | 22-Aug-19                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Deemed Date of Allotment                       | 22-Aug-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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

  
**Priya Kiyawat**  
**Authorized Signatory**



