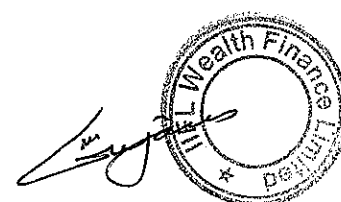
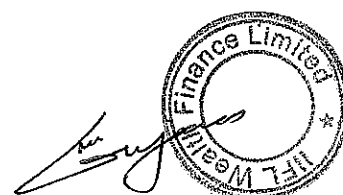


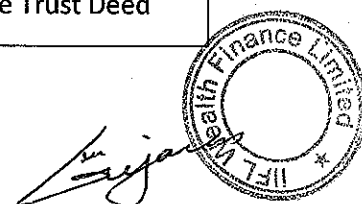
Issuer	IIFL Wealth Finance Limited
Issue Size (INR Cr)	200
Total Nominal Capital (INR Cr)	200
Total Paid up Capital (INR Cr)	200
Objects of the Issue	The Capital Adequacy Ratio of the Company as on March 31, 2016 is 106.36% (audited) and as on December 31, 2016 is 18.14% (unaudited). However, considering the growth of assets planned during the current and the subsequent years, the Company desires to raise Tier II capital to maintain the Company's Capital Adequacy Ratio at a level not below the minimum required to be maintained as per RBI guidelines. Accordingly this issue will enhance capital adequacy of the Company from the present level requirements.
Instrument	Unsecured Redeemable Non-Convertible Subordinated Debentures
Nature and status of Bonds	Unsecured
Issuance Mode	Private Placement
Convertibility	Non-convertible
Trading Mode	DEMAT form only
Credit Rating	ICRA-AA with stable outlook
Face Value	Rs. 1000,000/- Per Debenture
Premium/ Discount on Issue	N.A.
Issue Price	Rs. 1000,000/- Per Debenture
Premium/ Discount on redemption	Not Applicable
Maturity (days from deemed date of allotment)	1917 days from deemed date of allotment
Redemption/ Maturity Date	06-06-2022
Lock-in-Period	Not applicable
Minimum Application	10 debenture and in multiples of 1 debenture thereafter
Put Option	None
Call Option	Not applicable
Call Option Price	Not applicable



Call Notification Time	Not applicable
Coupon Rate	9.5% subject to applicable TDS
Step Up/ Step Down Coupon Rate	Not applicable
Coupon Payment Frequency	Annually
Coupon / Interest Payment Date	At annual anniversary of date of allotment
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Annually
Day Count Basis	365/Actual
Interest on Application Money	Not Applicable
Listing	NOT APPLICABLE
Trustees	Milestone Trusteeship Services Company Private Limited
Depository	NSDL and CDSL
Registrars	Link Intime India Private Limited
Settlement	Payment of interest and principal will be made by way of RTGS.
Business Day Convention	Means a day (other than a Saturday or Sunday) on which banks are open for business generally in Mumbai
Record Date	Means, in relation to any date on which a payment has to be made by the Issuer in respect of the Perpetual Debt Instrument, the date that is 15 (fifteen) days prior to that payment date.
Payment Mode	Any payment to be made by the Issuer to the Debenture holder or the Debenture Trustee, as the case may be, shall be made for value on the due date in Indian Rupees by electronic transfer



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>• Companies and Bodies Corporate (incorporated in India)/Companies/Financial Institutions/NBFCs/Statutory Corporations including Public Sector Undertakings;</li> <li>• Commercial Banks</li> <li>• Resident Individuals (including Partnership Firms and HUF)</li> <li>• Regional Rural Banks</li> <li>• Insurance Companies</li> <li>• Mutual Funds/Alternate Investment Funds</li> <li>• SEBI Registered foreign institutional and portfolio managers</li> <li>• Or any other investor category eligible to invest subject to current applicable rules, act, laws, etc.</li> </ul>
Non-Eligible classes of Investors	<ul style="list-style-type: none"> <li>• Overseas Corporate Bodies (OCBs); and</li> <li>• Non-Resident Indians (NRIs).</li> </ul>
Transaction Documents	<ul style="list-style-type: none"> <li>• Memorandum and Articles of Association of the Company</li> <li>• Date of passing resolution for increase in the borrowing limits in general meeting : March 06, 2017</li> <li>• Date of passing resolution for issuance of debentures in general meeting : December 01, 2016</li> <li>• Date of passing resolution by Finance committee of the Board of Directors of the company : March 07, 2017</li> <li>• Consent Letter from Milestone Trusteeship Services Company 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 Registrar to the issue.</li> </ul>
Conditions Precedent to Disbursement	Not applicable
Condition Subsequent to Disbursement	As per terms mentioned in the Debenture Trust Deed



Cross Default	As per terms mentioned in the Debenture Trust Deed
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, 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. Over and above such terms and conditions, the Unsecured Redeemable Non-Convertible Subordinated Debentures shall also be subject to the applicable provisions of the Depositories Act, 1996 and the laws as 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 the Unsecured Redeemable Non-Convertible Subordinated Debentures. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the Court at Mumbai.
Additional Covenants	Not Applicable
Applicable RBI Guidelines	RBI Master Direction Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016 (Updated as on March 02, 2017)
Prohibition on Purchase/ Funding of Bonds	Not Applicable
Issue Opening Date	07-March-2017
Issue Closing Date	07-March-2017
Pay In Dates	07-March-2017
Deemed Date of Allotment	07-March-2017
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

