

Security Name	IIFLWF-9.5%NCD-SERIES A1-JUNE 2022
Issuer	IIFL WEALTH FINANCE LIMITED
Type of Instrument	Unsecured Redeemable Non-Convertible Subordinated Debentures.
Nature of Instrument	Unsecured
Seniority	Subordinated (as per RBI Guidelines dated September 01, 2016 updated on March 02, 2017)
Mode of Issue	Private Placement
Eligible Investors	Only the persons who are specifically addressed through a communication are eligible to apply for the Subordinated Non-Convertible Debentures. No other person can apply.
Listing	Not applicable
Rating of the Instrument	Rated
Issue Size	Rs. 75 Crores
Option to retain oversubscription (Amount)	Not applicable
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.
Details of the utilization of the Proceeds	<p>The net proceeds from the Issue shall not be used for any purpose which is in contravention of the RBI guidelines applicable. None of the proceeds from the issue of the Subordinated Non-Convertible Debentures may be used to refinance or reschedule existing indebtedness of a Client (including debt to equity conversions)</p> <p>We shall only issue Subordinated Non-Convertible Debentures for deployment of funds on our own balance sheet and not to facilitate resource requests of group entities/ parent company / associates. We shall not extend loans against the security of our own Subordinated Non-Convertible Debentures.</p> <p>The expenses of the present Issue would also be met from the Proceeds of the Issue. The Main Object Clause of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present issue and also the activities, which the Company has been carrying on till date. The Proceeds of this Issue after meeting all expenses of the Issue will be used by the Company for meeting issue objects.</p>
Coupon Rate	9.5% subject to applicable TDS



Step Up/Step Down Coupon Rate	Not applicable
Coupon Payment Frequency	Annually
Coupon payment dates	At annual anniversary of date of allotment
Coupon Type	Fixed
Coupon Reset Process (Including rates, spread, effective date, interest rate cap and floor, etc.)	Not applicable
Day Count Basis	365/Actual
Interest on Application Money	Not applicable
Default Interest Rate	Not applicable
Tenor	63 months from deemed date of allotment
Redemption Date	13-06-2022
Redemption Amount	Rs. 10,00,000 (i.e. at face value)
Redemption Premium/ Discount	Nil
Issue Price	Rs. 10,00,000/- each
Premium on Issue Price	Nil
Justification for the issue price	Not applicable since the issue is at par.
Discount at which security is issued and the effective yield as a result of such discount	Not applicable
Put option Date	Not applicable
Put option Price	Not applicable
Call Option Date	Not applicable
Call Option Price	Not applicable
Put Notification Time	Not applicable
Call Notification Time	Not applicable
Face Value	Rs 10 Lakh per instrument for all the issues
Minimum Application per investor	10 Debentures Instrument and in multiple of 1 debenture thereafter.
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	March 14, 2017 March 14, 2017 March 14, 2017 March 14, 2017



Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Payment of interest and principal will be made by way of RTGS.
Mode of Payment/Repayment	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
Depository	NSDL/ CDSL
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 Non-Convertible Debentures, the date that is 15 (fifteen) days prior to that payment date.
Security	Not applicable
Transaction Documents	<ul style="list-style-type: none"> • Memorandum and Articles of Association of the Company • Date of passing resolution for increase in the borrowing limits in general meeting : March 06, 2017 • Date of passing resolution for issuance of debentures in general meeting : December 01, 2016 • Date of passing resolution by Finance committee of the Board of Directors of the company : March 07, 2017 • Consent Letter from Milestone Trusteeship Services Company Limited for acting as Debenture Trustee for and on behalf of the holder(s) of the Debentures • Consent letter from Link Intime India Private Limited for acting as Registrar to the issue.
Other Terms	Default in Payment: 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.
Conditions Precedent to Disbursement	Not applicable
Condition Subsequent to Disbursement	As per terms mentioned in the Debenture Trust Deed
Events of Default	As per terms mentioned in the Debenture Trust Deed
Provisions related to Cross Default Clause	As per terms mentioned in the Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	Please refer clause "Name of Debenture Trustee - Role and Responsibilities of Debenture Trustee" of this Disclosure Document.



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	14-March-2017
Issue Closing Date	14-March-2017
Pay In Dates	14-March-2017
Deemed Date of Allotment	14-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

