



## TERM SHEET

Details of debt securities issued and sought to be listed including face value, nature of debt securities, mode of issue i.e. public issue or private placement, etc. information

Security Name	IIFL - Secured Redeemable Non-Convertible Debentures Market Linked Debenture 2020 -Series D2
Issuer	India Infoline Finance Limited
Type of Instrument	Principal Protected - Market Linked Redeemable Non-Convertible Debenture
Nature of Instrument	Secured Redeemable Non-Convertible Debentures
Seniority	Senior
Principal Protection	Principal is protected at Maturity
Underlying/ Reference Security	10-year Government security price (Issue date Jan 8, 2018) (Maturity - 2028)
Mode of Issue	Private Placement
Eligible Investor	<p>Only the persons who are specifically addressed through direct communication by or on behalf of the Company are eligible to apply for the Debentures. An application made by any other person will be deemed as an invalid application and rejected.</p> <p><b>Note:</b> Each of eligible investor(s) is required to check and comply with extant rules/regulations/guidelines etc governing or regulating their investments as issued by their respective regulatory authorities and the Company is not in any way, directly or indirectly responsible for any statutory or regulatory breaches by any investor, neither is the Company required to check or confirm the same.</p>
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	The debentures to be issued under this private placement issue are proposed to be listed on wholesale debt Market (WDM) segment of the National Stock Exchange of India Limited. The company undertakes that the debentures will be listed within 20 days of the deemed date of allotment, failing which the Issuer will buy back the issue at par.
Rating of the Instrument	PP-MLD [ICRA AA] by ICRA Limited
Base Issue Size	Issue of Rs.10 Crores
Option to retain oversubscription i.e. Green Shoes option	<p>Option to retain over subscription (i.e. Green shoe option) up to Rs.40 crores</p> <p>Total issue size including green shoe option is Rs. 50 crores</p> <p>Issuer can reissue further NCD's under the above options in future within its overall borrowing program.</p>
Objects of the Issue	Onward lending and general business purpose
Details of the utilization of the Proceeds	The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for various financing activities including onward lending and for the business operations including the general Business purposes and working capital requirements.
Frequency of Interest Payment	At Maturity
Tenor	457 Days from the Deemed Date of Allotment
Interest Payment Date	At Maturity
Day Count Basis	Actual / 365
Interest Reset Date	N.A.
Interest on Application	N.A.







Money							
Coupon Type	Other Coupon Structure						
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	NA						
Step Up/Step Down Coupon Rate	NA						
Issue Opening Date	9-Apr-19						
Issue Closing Date	9-Apr-19						
Initial Fixing Date	9-Apr-19						
Initial Fixing Level	Closing Price of 10-year Government security price (Issue date Jan 8, 2018) (Maturity – 2028) on Initial Fixing Date Bloomberg Ticker - IGB 7.17 8/01/28 Corp (Bloomberg ID - AT947431) (Pricing source – Reserve Bank of India)						
Final Fixing Date	9-Apr-20						
Final Fixing Level	Closing Price of 10-year Government security price (Issue date Jan 8, 2018) (Maturity – 2028) on Final Fixing Date Bloomberg Ticker - IGB 7.17 8/01/28 Corp (Bloomberg ID - AT947431) (Pricing source – Reserve Bank of India)						
Redemption Date	9-Jul-20						
Redemption Value	Face Value*(1+Coupon)						
Pay-in-Date	9-Apr-19						
Redemption Premium/Discount	NA						
Deemed Date of Allotment	9-Apr-19						
Underlying Performance	(Final Fixing Level / Initial Fixing Level) – 1						
Coupon	<table border="1"> <thead> <tr> <th>Scenario</th><th>Coupon</th></tr> </thead> <tbody> <tr> <td>If Final Fixing Level &gt; 25% of the Initial Fixing level</td><td>11.39%</td></tr> <tr> <td>If Final Fixing Level ≤ 25% of the Initial Fixing level</td><td>0%</td></tr> </tbody> </table>	Scenario	Coupon	If Final Fixing Level > 25% of the Initial Fixing level	11.39%	If Final Fixing Level ≤ 25% of the Initial Fixing level	0%
Scenario	Coupon						
If Final Fixing Level > 25% of the Initial Fixing level	11.39%						
If Final Fixing Level ≤ 25% of the Initial Fixing level	0%						
Put option Date	N.A.						
Put option Price	N.A.						
Call Option Date	N.A.						
Call Option Price	N.A.						
Put Notification Time	N.A.						
Call Notification Time	N.A.						
Face Value	Rs. 10,00,000/- per debenture (Rupees Ten Lakhs per debenture)						
Issue Price	Rs. 10,00,000/- per debenture (Rupees Ten Lakhs per debenture)						
Discount at which	N.A.						







security is issued and the effective yield as a result of such discount.	
Minimum Application and in multiples of Debt securities thereafter	10 Debentures and in multiples of 1 Debenture thereafter
Issuance mode of the Instrument	Demat
Trading mode of the Instrument	Demat
Depository	NSDL &/or CDSL
Business Day Convention	Should any of the date(s), including the Interest payment date or record date falls on a Saturday or a Sunday or a public holiday or no high value clearing or RTGS is available for any reason whatsoever at the place of issuer's registered/ corporate office, the next working day shall be considered as the effective date. However, for payment of principal amount, previous working day to be considered as effective date.
Settlement	Account Name : INDIA INFOLINE FINANCE LIMITED Bank Name & Branch : HDFC BANK LIMITED Account Number : 57500000102053 IFSC Code : HDFC0000060
Record Date	15 days prior to interest payment date/redemption date
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	One time Secured (i) by way of first pari passu charge on the Mortgaged Properties; and (ii) by way of first pari passu charge over the Receivables.  The Company has already created a security in terms of the debenture trust deed dated October 1st, 2018. The said document is available for inspection. The said document is available for inspection.
Transaction Documents	<ul style="list-style-type: none"> <li>• Disclosure Document along with respective term sheets executed in pursuance with the Disclosure Document,</li> <li>• Application Form,</li> <li>• Debenture Trust Deed</li> <li>• Any other document that trustee may require</li> <li>• All documents customary to the nature of this deal</li> </ul>
Conditions Precedent to Disbursement	NIL
Condition Subsequent to Disbursement	NIL
Events of Default	<p>An event of default shall have occurred upon the happening of any event, as under:</p> <ol style="list-style-type: none"> <li>1) Non Payment of principal and Interest on the due date.</li> <li>2) If issuer has taken or suffered any action to be taken for its reorganization, liquidation or dissolution.</li> <li>3) The Company shall have voluntarily or involuntarily become the subject of proceedings under bankruptcy or insolvency law including any corporate action, legal proceedings or other procedure or step which has been taken (including the making of an application, the presentation of a petition, the filing or service of a notice or the passing of a resolution).</li> <li>4) As provided in Debenture trust deed</li> </ol>
Provisions related to Cross Default Clause	N.A.







Default Interest Rate	<p><b>Default in Payment:</b></p> <p>In case of default in payment of interest, premium and/ or principal amount on the due date, additional interest of at least @ 2% p.a. on the Face Value of the Debentures will be payable by the Company for the defaulting period.</p> <p><b>Delay in Listing:</b></p> <p>In case of delay in listing of the debt securities beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest of at least 1 % p.a. on the Face Value of the Debenture from the expiry of 30 days from the Deemed Date of Allotment</p>
Valuation Agency Fees	Fees paid to Valuation Agent by the Issuer shall be in the range of 2 bps p.a. to 8 bps p.a. on the face value of the outstanding Debentures.
Valuation Agency	Name of Agency: CRISIL/CARE or any other valuation agency
Debenture Trustee	Catalyst Trusteeship Limited
Role and Responsibilities of Debenture Trustee	<p>In terms of the agreement entered into with the debenture trustee i.e., Catalyst Trusteeship Limited, which document is available for inspection</p> <p>The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the Trust Reposed in the Trustees by the holder(s) of the Debentures and shall further conduct itself and comply with the provisions of all applicable laws provided that, the provisions of Sec. 20 of the Indian Trusts Act, 1882 shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of Company Act 2013, SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees), Regulations, 1993, the Bond/Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents with due care, diligence and loyalty.</p> <p>The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Debentures. The Trustees shall ensure disclosure of all material events on an ongoing basis. The Issuer shall, till the redemption of debenture, submit its latest audited/limited review half yearly consolidated (wherever available) and stand alone financial information such as Statement of Profit &amp; Loss, Balance Sheet and Cash Flow Statement and Audited Qualifications, if any, to the Trustees within the timelines as mentioned in Simplified Listing Agreement issued by SEBI vide Circular No. SEBI/IMD/BOND/1/2009/11/05 dot. May 11, 2009 as amended.</p> <p>Besides, the Issuer shall within 180 days from the end of the Financial Year submit a copy of the latest Annual Report to the Trustees and the Trustees shall be obliged to share the details so submitted with all debenture holder(s) within two working days of their specific request.</p>
Governing Law and Jurisdiction	Indian law Courts of Mumbai



For INDIA INFOLINE FINANCE LIMITED

*Gaurind Khandelwal*

Authorized Signatory





**DISCLOSURE OF CASH FLOWS: As per SEBI Circular No: CIR/IMD/DF/18/2013 dated October 29, 2013 & CIR/IMD/DF-1/122/2016 dated November 11, 2016**

Company	INDIA INFOLINE FINANCE LIMITED(the "Issuer")		
Tenure	457Days from the Deemed Date of Allotment		
Face Value	Rs. 10,00,000 Per Debenture		
Issue Price	Rs. 10,00,000 Per Debenture		
Date of Allotment	9-Apr-19		
Redemption	9-Jul-20		
Coupon Rate	<b>Scenario</b>	<b>Coupon</b>	
	<i>If Final Fixing Level&gt;25% of the Initial Fixing level</i>	11.39%	
	<i>If Final Fixing Level&lt;=25% of the Initial Fixing level</i>	0%	
Frequency of the interest payment with specified dates	Coupon if any, will be paid on Redemption Date		
Day count Convention	Not Applicable		

Cash Flows	Date	No. of days in Coupon Period	Amount (in Rupees)
Coupon on Redemption, if any	9-Jul-20	457 days from the Deemed Date of Allotment	Coupon linked to Underlying /Reference Index.
Face Value	9-Jul-20	457 days from the Deemed Date of Allotment	Rs. 10,00,000/- Per Debenture

**DISCLOSURE OF CASH FLOWS:**

1. The Cash Flow displayed above is calculated per debenture (face value of Rs. 10,00,000).
2. If the interest payment date falls on a holiday, the payment may be made on the following working day, however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday. No additional interest will be paid for such days which fall on holiday.
3. The cash flow has been prepared based on the best available information on holidays and could further undergo change(s) in case of any scheduled and unscheduled holiday(s) and/or changes in money market settlement day conventions by the Reserve bank of India/ SEBI.
4. Interest payments are rounded-off to nearest rupee as per the FIMMDA 'Handbook on market practices'.
5. The cash flows are for illustration purposes.

For INDIA INFOLINE FINANCE LIMITED



Authorized Signatory



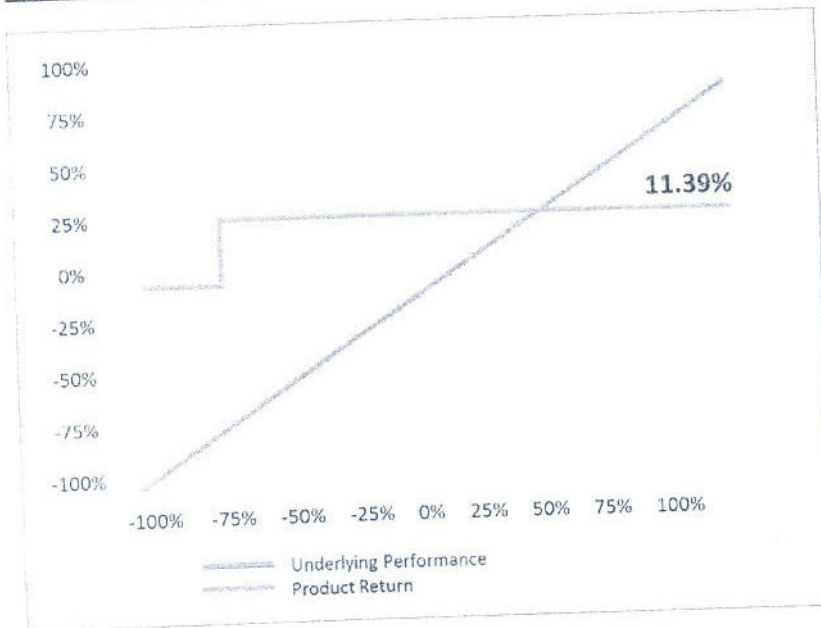
## Scenario Analysis

### Tabular Representation

The following table shows the value of the Debenture at maturity under different market conditions

Sample Tabular Scenario						
Initial Level	Final Level	Performance	Issue Price	Coupon	Maturity Value	Annualized Pre-Tax Return
99.75	200	100%	1000000	11.39%	1113935	9.00%
99.75	195	95%	1000000	11.39%	1113935	9.00%
99.75	175	75%	1000000	11.39%	1113935	9.00%
99.75	145	45%	1000000	11.39%	1113935	9.00%
99.75	125	25%	1000000	11.39%	1113935	9.00%
99.75	100	0%	1000000	11.39%	1113935	9.00%
99.75	90	-10%	1000000	11.39%	1113935	9.00%
99.75	50	-50%	1000000	11.39%	1113935	9.00%
99.75	25	-75%	1000000	11.39%	1113935	9.00%
99.75	20	-80%	1000000	0.00%	1000000	0.00%
99.75	0	-100%	1000000	0.00%	1000000	0.00%

### Graphical Representation



This scenario analysis is provided for illustrative purposes only and does not represent actual termination or unwind prices, nor does it present all possible outcomes or describe all factors that may affect the value of your investment.



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