

SUMMARY TERM SHEET

Issuer	India Infoline Finance Limited
Issue Size	Upto Rs 300 Crores
Objects of the Issue	The Issuer proposes to augment its Capital base and Long term resources to meet its requirements of Tier- II capital and funds to carry on its business operations
Instrument	Unsecured Redeemable Non-Convertible Subordinated Debentures IIFL MLD-2028 Series U04
Nature and status of Bonds	Subordinated Unsecured (Tier - II) Redeemable Non-Convertible Debentures
Issuance Mode	Private Placement
Convertibility	Non-Convertible
Trading Mode	Demat
Credit Rating	PP-MLD (ICRA) AA (Stable)
Face Value	Rs. 10,00,000 per NCD
Premium/ Discount on Issue	N.A
Issue Price	Rs. 10,00,000 per NCD
Premium/ Discount on redemption	N.A.
Maturity	Face Value*(1 + Coupon)
Redemption/ Maturity Date	August 25, 2028
Lock-in-Period	N.A.
Minimum Application	1 Debentures and in multiples of 1 Debenture thereafter
Put Option	N.A.
Call Option	YES
Call Option Price	<p>If Call option is exercised on 28 – May -2024</p> <p>If Final Fixing Level >25% of the Initial Fixing level, then 167.24% (Rs. 16,72,403 per debenture), Else, Principal</p> <p>If call is exercised after 28 – May - 2024</p> <p>If Final Fixing >25% of the initial Fixing level, then $167.24\% * (1 + 18.12\%)^{(N/365)}$ Else $100\% * (1 + 18.12\%)^{N/365}$</p> <p>N = No of days from 28th May 2024 to Call Date exercise date</p>
Call Notification Time	10 (ten) calendar days prior to the date of exercise of Call Option
Coupon Rate	Variable
Step Up/ Step Down Coupon Rate	N.A.

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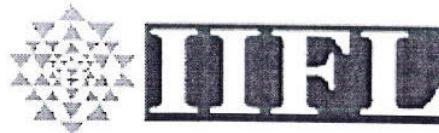
Coupon Payment Frequency	N.A.
Coupon / Interest Payment Date	Coupon if any, will be paid on Redemption Date If Call Option is exercised, Call Option Price will be paid on Call Option Date
Coupon Type	Variable
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	N.A.
Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of atleast @ 2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Day Count Basis	Actual /Actual
Interest on Application Money	N.A.
Listing	NCD's shall be listed on Wholesale Debt Market Segment of National Stock Exchange of India Limited. The Company shall file listing application along with relevant documents (if any) in order to get the same listed within twenty days from the date of allotment of NCDs.
Trustees	Milestone Trusteeship Services Private Limited
Depository	NSDL & CDSL
Registrars	Link Intime India Private Limited
Settlement	Account Name : INDIA INFOLINE FINANCE LIMITED Bank Name & Branch :Citibank, Fort Branch Account Number : 340842081 IFSC Code : CITI0100000
Business Day Convention	All days except Sunday and any public holiday on which banks in Mumbai are open for business.
Record Date	The Issuers register of Debenture Holders/record of Depository (NSDL/CDSL) will be closed on the Record Date. The Record Date, for interest and redemption payments shall be 15 Business Days prior to the Redemption Date In case the Issuer exercises the Call Option, the Record Date shall be 10 (Ten) Business Days prior to the Call Option Date to determine the Debenture Holders to whom interest, and/or principal or Call Option Price is to be paid
Payment Mode	Account Name : INDIA INFOLINE FINANCE LIMITED Bank Name & Branch :Citibank, Fort Branch Account Number : 340842081 IFSC Code : CITI0100000
Eligible Investors	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.

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	<p>Note: 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>
Non-Eligible classes of Investors	Other than those Eligible Investors
Transaction Documents	<ul style="list-style-type: none"> • Disclosure Document, • Application Form • Debenture Trust Deed • Rating Letters • Debenture Trustee Appointment letter • Memorandum & Articles of Association of the Company. • Board Resolution for NCD issue. • Share Holders resolution approving the borrowing programme including NCD's and authorising Board in this regard. • Any other documentation in form and substance customary for • Transactions of this nature.
Conditions precedent to subscription of Bonds	NIL
Conditions subsequent to subscription of Bonds	NIL
Cross Default	N.A.
Role and Responsibilities of Trustees	<p>In terms of the agreement entered into with the debenture trustee i.e..Milestone Trusteeship Services Private 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</p>

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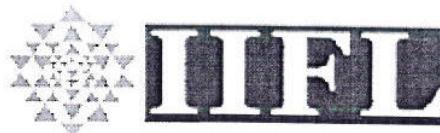


	<p>(wherever available) and stand alone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and Audited Qualifications, if any, to the Trustees within the timelines as mentioned in Simplified Listing Agreement issued by SEBI vide Circular No. SEBI/IMD/BOND/1/2009/11/05 dt. 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	<p>The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the directions of RBI & SEBI.</p> <p>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.</p>
Additional Covenants	<p>Security Creation: Not Applicable</p> <p>Default in Payment : In case of default in payment of interest, premium and/ or principal amount on the due date, additional interest of atleast @ 2% p.a. on the Face Value of the Debentures will be payable by the Company for the defaulting period.</p> <p>Delay in Listing: 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</p> <p>Restrictive clause: The "subordinated debt" issued shall be fully paid-up, unsecured, and free of any restrictive clauses</p>
Applicable RBI Guidelines	RBI Master Directions applicable to Systemically Important Non-Banking Financial Company
Prohibition on Purchase/ Funding of Bonds	-
Issue Opening Date	August 28 , 2018
Issue Closing Date	August 28 , 2018
Pay In Dates	August 28 , 2018
Deemed Date of Allotment	August 28 , 2018

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Category	Type	Put "Yes" or "No" whichever is applicable for your issue
Unlisted Securities	Plain vanilla Debt	-
	Structured Debt	-
Listed Securities	Plain vanilla Debt	-
	Structured Debt	Yes
ISINs for categories exempted from applicability of ISINs as per SEBI Circular dated 30-June-2017	Public Issue	-
	54EC Capital Gains Bonds	-
	Tier II Bonds by Housing Finance Companies (HFCs)	-
	Tier II Bonds by standalone Primary Dealers (PDs)	-
	Subordinated debt by Insurance Cos.	-
	Basel III bonds issued by Banks	-
	Bonds issued to long term Infrastructure sector and affordable housing by Banks	-
	Perpetual debt issued by Systemically Important Non-Deposit taking NBFCs	-
	Tier II Bonds issued by Non-Systemically Important Non-Deposit taking NBFCs	-
	All India Term Lending and Refinancing Institutions (AITLRI) notified by RBI*	-

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Infrastructure Debt Funds registered
as NBFC*

* Newly added pursuant to SEBI Circular No CIR/DDHS/P/59/2018 dated March 28, 2018

Signature with stamp



Name : Hitesh Nagpal
Designation : Assistant Manager – Legal & Compliance
Date : August 29, 2018
Place : Mumbai

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