



**SUMMARY TERM SHEET**

<b>Issuer</b>	<b>India Infoline Finance Limited</b>
<b>Issue Size</b>	Base Issue of Rs. 400,00,00,000 (Rupees Four Hundred Crores Only)
<b>Objects of the Issue</b>	<b>Onward lending, refinancing of existing debt, growing asset book.</b>
<b>Instrument</b>	<b>IIFL - Unsecured Redeemable Non-Convertible Market Linked Debenture - MLD-2021 - G2</b>
<b>Nature and status of Bonds</b>	UnSecured Redeemable Non Convertible Market Linked Debentures
<b>Issuance Mode</b>	<b>Private Placement</b>
<b>Convertibility</b>	<b>Non-Convertible</b>
<b>Trading Mode</b>	<b>Demat</b>
<b>Credit Rating</b>	<b>Provisional CRISIL PP-MLD AA+r (CE)/Stable</b>
<b>Face Value</b>	<b>Rs. 10,00,000 per NCD</b>
<b>Premium/ Discount on Issue</b>	<b>N.A</b>
<b>Issue Price</b>	<b>At par i.e. Rs.10,00,000/- per debenture (Rupees Ten Lakh per debenture)</b>
<b>Premium/ Discount on redemption</b>	<b>N.A.</b>
<b>Maturity</b>	<b>Face Value*(1+Coupon)</b>
<b>Redemption/ Maturity Date</b>	<b>November 22, 2021</b>
<b>Lock-in-Period</b>	<b>N.A.</b>
<b>Minimum Application</b>	<b>Minimum of 10 (Ten) Debentures of Rs. 10,00,000/- each and in multiples of 1 (One) Debenture thereafter</b>
<b>Put Option</b>	<b>N.A.</b>
<b>Put Option Price</b>	<b>N.A.</b>
<b>Put Notification Time</b>	<b>N.A.</b>
<b>Call Option</b>	<b>N.A.</b>
<b>Call Notification Time</b>	<b>N.A.</b>
<b>Call Option Price</b>	<b>N.A.</b>
<b>Call Notification Time</b>	<b>N.A.</b>
<b>Coupon Rate</b>	If Final Level is greater than 50% (Fifty Percent) of Initial Level, then the Interest payable shall be an amount which provides a rate of return (calculated on XIRR basis using the Microsoft Excel function) of 9% on the principal amount of the Debentures.  In all other scenarios, the Interest payable would be NIL.
<b>Step Up/ Step Down Coupon Rate</b>	<b>N.A.</b>
<b>Coupon Payment Frequency</b>	<b>On Maturity</b>
<b>Coupon / Interest Payment Date</b>	<b>Coupon if any on Redemption i.e November 22, 2021</b>
<b>Coupon Type</b>	<b>Variable- Market Linked</b>
<b>Coupon Reset Process (including rates, spread, effective date, etc.)</b>	<b>NA</b>

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**U67120MH2004PLC147365**

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interest rate cap and floor etc)	
Default Interest Rate	<p>In the event of delay in the payment of Interest amount due, the NCD Issuer shall pay default interest at the rate of 2% (Two percent) per annum ("Payment Default Interest"), in addition to the Interest payable on such amounts due, for the period commencing from the date on which such amount becomes due and to the date it has been paid.</p> <p>In the event of delay in the listing of the Debentures beyond 20 (Twenty) days from the Deemed Date of Allotment, the NCD Issuer shall pay default interest at the rate of 1% (One percent) per annum ("Listing Default Interest"), in addition to the Interest payable on such amounts due, for the period commencing from 30 (Thirty) days from the Deemed Date of Allotment and expiring on the date of listing of the Debentures.</p>
Day Count Basis	Actual /Actual
Interest on Application Money	N.A.
Listing	<p>The Debentures are proposed to be listed on the debt segment of the National Stock Exchange of India Limited ("NSE").</p> <p>In case of delay in listing of the NCDs beyond 20 (Twenty) days from the deemed date of allotment, the Company will pay penal interest, of 1% (One percent) p.a. over the interest/coupon rate/implicit yield from the expiry of 30 (Thirty) days from the deemed date of allotment till the listing of such NCDs, to the investor.</p>
Trustees	Catalyst Trusteeship Limited
Depository	NSDL &/or CDSL
Registrars	Link Intime India Private Limited
Settlement	<p>Account Name : INDIA INFOLINE FINANCE LIMITED            Bank Name &amp; Branch : HDFC BANK LIMITED            Account Number : 5750000102053            IFSC Code : HDFC0000060</p>
Business Day Convention	If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for business) then payment of interest will be made on the next Business Day.
Record Date	15 days prior to interest payment date/redemption date
Payment Mode	<p>Account Name : INDIA INFOLINE FINANCE LIMITED            Bank Name &amp; Branch : HDFC BANK LIMITED            Account Number : 5750000102053            IFSC Code : HDFC0000060</p>
Eligible Investors	<p>The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures:</p> <ol style="list-style-type: none"> <li>1. Scheduled Commercial Banks;</li> <li>2. Financial Institutions;</li> <li>3. Qualified Institutional Buyer;</li> <li>4. Primary/ State/ District/ Central Co-operative Banks (subject to permission from RBI);</li> <li>5. Regional Rural Banks;</li> <li>6. Mutual Funds;</li> <li>7. Companies, Bodies Corporate authorized to invest in Debentures;</li> <li>8. Provident Funds, Gratuity, Superannuation, subject to their Investment guidelines.</li> <li>9. High Net Worth Individuals</li> <li>10. Foreign Portfolio Investors</li> </ol>
Non-Eligible classes of Investors	Other than those Eligible Investors

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<b>Transaction Documents</b>	<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>
<b>Conditions precedent to subscription of Bonds</b>	<b>NIL</b>
<b>Conditions subsequent to subscription of Bonds</b>	<b>NIL</b>
<b>Cross Default</b>	<b>N.A.</b>
<b>Future Borrowings</b>	<p>The company reserves the right to borrow further under the same ISIN no of existing NCD issue and under any proposed NCD issue as per the provisions of SEBI/RBI/Companies Act, 2013 &amp; rules thereunder and any other statue and guidelines. For details please refer the <u>Disclosure Document</u>.</p>
<b>Role and Responsibilities of Trustees</b>	<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 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>
<b>Governing Law and Jurisdiction</b>	<p>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 the 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.</p>

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<b>Additional Covenants</b>	-
<b>Applicable RBI Guidelines</b>	RBI Master Directions applicable to Systemically Important Non-Banking Financial Company
<b>Prohibition on Purchase/ Funding of Bonds</b>	-
<b>Issue Opening Date</b>	November 19, 2019
<b>Issue Closing Date</b>	November 19, 2019
<b>Pay In Dates</b>	November 19, 2019
<b>Deemed Date of Allotment</b>	November 19, 2019

Category	Type	Put "Yes" or "No" whichever is applicable for your issue
<b>Unlisted Securities</b>	Plain vanilla Debt	-
	Structured Debt	-
<b>Listed Securities</b>	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	-

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	<b>Tier II Bonds issued by Non-Systemically Important Non-Deposit taking NBFCs</b>	
	<b>All India Term Lending and Refinancing Institutions (AITLRI) notified by RBI*</b>	
	<b>Infrastructure Debt Funds registered as NBFC*</b>	

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

Signature with stamp



**Name** : Jayesh Sharma  
**Designation** : Sr. Manager – Legal & Compliance  
**Date** : November 19, 2019  
**Place** : Mumbai



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