

National Stock Exchange Of India Limited

Ref.: NSE/LIST/41118

April 10, 2024

The Company Secretary
IIFL Finance Limited
IIFL House, Sun Infotech Park, Road No. 16V
Plot No. B-23 MIDC, Thane Industrial Area,
Wagle Estate, Thane (West)-400604.

Kind Attn: Ms. Mauli Agarwal

Dear Madam,

Sub: Proposed Rights issue up to Equity of Rs. 2 each.

We are in receipt of application regarding in-principle approval for proposed [●] Equity shares of Face Value of Rs. 2/- each of the Company for cash at a price of [●] per rights equity share (including a premium of Rs. [●] per rights equity share), aggregating up to Rs. 1500 Crores on a rights basis to the eligible equity shareholders of the Company in the ratio of [●] rights Equity for every [●] equity shares held by the eligible equity shareholders of the Company on the record date.

In this regard, the Exchange is pleased to grant in-principle approval for issue, subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time.
4. Compliance of all conditions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on date of listing.
5. Compliance of the Companies Act, 1956 / Companies Act, 2013 and other applicable laws.

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange and Securities Laws.

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The Company should not take any steps to dematerialize any of the securities pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

You have been permitted to use the name of the National Stock Exchange of India Limited in the Letter of Offer in respect of the proposed rights issue provided the Company prints the Disclaimer Clause as given below in the offer document after the SEBI disclaimer clause.

“As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/41118 dated April 10, 2024, permission to the Issuer to use the Exchange’s name in this letter of offer as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

You may insert the following lines in the advertisements instead of the entire disclaimer clause:

"It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the 'Disclaimer Clause of NSE'".

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The Company should not take any steps to dematerialize any of the securities except rights entitlement pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

The proposed issue can open for subscription within a period of 12 months from the record date.

Yours faithfully,
For National Stock Exchange of India Limited

Prakash Kelkar
Manager

cc:

Lead Managers to the Issue	
Ambit Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai 400025, Maharashtra, India
Registrar to the Issue	
Link Intime India Private Limited C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India	
Depositories	
National Securities Depository Limited 4th Floor, Trade world, Kamala Mills, Compound, Senapati Bapat Marg., Lower Parel, Mumbai - 400013	Central Depository Services Limited Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400013.