

This is an advertisement for information purposes only and not for publication, distribution or release, directly or indirectly, outside India. This is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to it in the letter of offer dated April 17, 2024 (the "Letter of Offer" or "LOF") filed with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges").



IIFL FINANCE

IIFL FINANCE LIMITED

IIFL Finance Limited (the "Company" or "Issuer") was incorporated at Mumbai on October 18, 1995 as a private limited company with the name Probity Research & Services Private Limited under the provisions of the Companies Act, 1956. The status of our Company was changed to a public limited company and our name was changed to Probity Research & Services Limited pursuant to a fresh certificate of incorporation dated on April 28, 2000 issued by the Registrar of Companies, Maharashtra, Mumbai. The name of our Company was subsequently changed to India Infoline.Com Limited, and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on May 23, 2000. The name of our Company was further changed to India Infoline Limited, and a fresh certificate of incorporation, consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai on March 23, 2001. Thereafter, the name of our Company was changed to IIFL Holdings Limited, and a fresh certificate of incorporation, consequent upon change of name was issued by Registrar of Companies, Maharashtra, Mumbai on February 18, 2014. Thereafter, the name of our Company was changed to IIFL Finance Limited and a fresh certificate of incorporation, consequent upon change of name was issued by Registrar of Companies, Maharashtra, Mumbai on May 24, 2019. Also, our Company has obtained a Certificate of Registration dated March 06, 2020 bearing Registration No. N-13.02386 issued by the Reserve Bank of India ("RBI") to commence the business of a non-banking financial institution without accepting public deposits under Section 45 IA of the RBI Act, 1934. Our Company is a Non-Banking Finance Company-Middle Layer ("NBFC-ML"). For details of the changes in name of our Company, see "General Information" beginning on page 44 of the Letter of Offer. **Registered Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane 400 604, Maharashtra, India. **Tel.:** +91 22 4103 5000; **Fax:** +91 22 2580 6654; **Corporate Office:** 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069, Maharashtra, India. **Tel.:** +91 22 6788 1000; **Fax:** +91 22 6788 1010; **Contact Person:** Mauli Agarwal, Company Secretary and Compliance Officer; **E-mail:** csteam@iifl.com; **Website:** www.iifl.com; **Corporate Identity Number:** L67100MH1995PLC093797

PROMOTERS OF OUR COMPANY: NIRMAL BHANWARLAL JAIN AND R VENKATARAMAN

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF IIFL FINANCE LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 4,23,94,270 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 300 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 298 PER EQUITY SHARE) AGGREGATING UP TO ₹ 1,271.83* CRORES ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 RIGHTS EQUITY SHARE FOR EVERY 9 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON TUESDAY, APRIL 23, 2024 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 249 OF THE LETTER OF OFFER.

*Assuming full subscription. Subject to finalisation of the Basis of Allotment.

NOTICE TO ELIGIBLE SHAREHOLDERS OF OUR COMPANY

**ISSUE OPENS ON
TUESDAY, APRIL 30, 2024**

**LAST DATE FOR MARKET RENUNCIATION*
WEDNESDAY, MAY 8, 2024**

ISSUE CLOSURES ON
TUESDAY, MAY 14, 2024**

*Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.

**Our Board or the Securities Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ADDENDUM – NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

This Addendum is being issued pursuant to item (4) Schedule IX, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

In reference to the Letter of Offer dated April 17, 2024 filed with SEBI and the Stock Exchange in respect of which an advertisement dated April 25, 2024 was published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and all editions of Navshakti (a widely circulated Marathi regional daily newspaper, Marathi being the regional language in Maharashtra where our Registered Office is located) in relation to the Issue, investors should note the following:

Financial results for the quarter (unaudited) and year (audited) ended March 31, 2024

In accordance with Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the board of IIFL Samasta Finance Limited, a material subsidiary of the Company, has approved the financial results for the quarter (unaudited) and year (audited) ended March 31, 2024 ("Samasta Audited Financial Results") pursuant to their meeting dated April 24, 2024. The Samasta Audited Financial Results are available on the website of IIFL Samasta Finance Limited at <https://iifl.com/investor-relations/>, the Company's website at <https://www.iifl.com/iifl-finance/financial> and on the websites of BSE at www.bseindia.com and NSE at www.nseindia.com

The disclosures in the Letter of Offer, and other Issue materials, stands modified to that extent.

This Addendum should be read in conjunction with the Letter of Offer, Abridged Letter of Offer, Application Form and other applicable Issue materials. This Addendum shall be communicated to SEBI and the Stock Exchange. Further, this Addendum can be accessed on websites of:

- our Company at www.iifl.com;
- the Registrar at www.linkintime.co.in; and
- the Lead Managers at www.ambit.co and www.motilaloswalgroup.com.

Investors should only rely on the information included in this Addendum, the Letter of Offer, the Abridged Letter of Offer, the Application Form and other applicable Issue materials while making an investment decision to invest in the Issue.

Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE

REGISTRAR TO THE ISSUE

COMPANY SECRETARY AND COMPLIANCE OFFICER

 <p>Ambit Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India. Tel: +91 22 6623 3030 Email: iiflfinance.rights@ambit.co Website: www.ambit.co Investor Grievance E-mail: customerservice@ambit.co Contact person: Nikhil Bhiwapurkar/Devanshi Shah SEBI Registration No: INM000010585</p>	 <p>Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025, Maharashtra, India Tel: +91 22 7193 4380 E-mail: iiflfinance.rights@motilaloswal.com Investor Grievance E-mail: moiaipredressal@motilaloswal.com Website: www.motilaloswalgroup.com Contact person: Subodh Mallya/ Sankita Ajinkya SEBI registration no.: INM000011005</p>	 <p>Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel.: +91 22 4918 6200 Email: iifl.rights2024@linkintime.co.in Investor Grievance E-mail: iifl.rights2024@linkintime.co.in Website: www.linkintime.co.in Contact Person: Ms. Shanti Gopalkrishnan SEBI Registration No.: INR000004058</p>	<p>Mauli Agarwal Company Secretary and Compliance Officer IIFL Finance Limited, 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai - 400069, Maharashtra, India. Tel.: +91 22 6788 1000; Fax: +91 22 6788 1010; Email: csteam@iifl.com</p> <p>Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "Terms of the Issue" beginning on page 249 of the LOF.</p>
--	---	---	--

For IIFL FINANCE LIMITED

On behalf of the Board of Directors

Sd/-

Mauli Agarwal

Company Secretary and Compliance Officer

Place: Mumbai
Date: April 27, 2024

IIFL FINANCE LIMITED is proposing, subject to requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and in this regard has filed the Letter of Offer dated April 17, 2024 with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in; the website of BSE at www.bseindia.com; the website of NSE at www.nseindia.com; the website of the Company at www.iifl.com and the website of the Lead Managers at www.ambit.co and www.motilaloswalgroup.com. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section titled "Risk Factors" beginning on page 17 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state of the United States. The Rights Entitlements (including their credit) and the Rights Equity Shares are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Entitlements and Rights Equity Shares is permitted under the laws of such jurisdiction.