



IIFL
FINANCE

IIFL FINANCE LIMITED



(Please scan this QR code to view the Abridged Prospectus)

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 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 61 of the Shelf Prospectus and page 22 of the Tranche I Prospectus.

Registered Office: IIFL House, Sun Intoltech Park, Road No. 16V, Plot No. B-23, MIDC 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 – 400 069, Maharashtra, India; **Tel:** +91 22 6788 1000; **Fax:** +91 22 6788 1010; **CIN:** L67100MH1995PLC093797; **PAN:** AABC0I0745G; **Website:** www.iifl.com; **Email:** csteam@iifl.com
Company Secretary and Compliance Officer: Samrat Sanyal; **Tel:** +91 22 6788 1000; **Email:** csteam@iifl.com • **Chief Financial Officer:** Kapish Jain; **Tel:** +91 22 6788 1000; **Email:** kapish.jain@iifl.com
Link to download Abridged Prospectus: https://storage.googleapis.com/iifl-finance-storage/files/investor/for-fer-documents/IIFL_Finance_Limited_Abridged_Prospectus_2025.pdf

THE ISSUE

PUBLIC ISSUE BY THE COMPANY OF UPTO 50,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH (“NCDs” OR “DEBENTURES”), AMOUNTING UP TO ₹ 100 CRORE (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION OF UPTO ₹ 400 CRORE (“GREEN SHOE OPTION”) AGGREGATING UP TO ₹ 500 CRORE (“TRANCHE I ISSUE SIZE” OR “TRANCHE I ISSUE”), THE TRANCHE I ISSUE SIZE IS WITHIN THE SHELF LIMIT OF ₹ 2,500 CRORE AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED MARCH 29, 2025 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED MARCH 29, 2025 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGES AND SEBI. THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS CONSTITUTE THE PROSPECTUS. THE TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON – CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED (THE “COMPANIES ACT, 2013”) TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR, AS AMENDED FROM TIME TO TIME. THE TRANCHE I ISSUE IS NOT UNDERWRITTEN.

OUR PROMOTERS

Our promoters: (i) Mr. Nirmal Bhanwarlal Jain; **Email:** csteam@iifl.com; **Tel:** +91 22 6788 1000 and (ii) Mr. R Venkataraman; **Email:** csteam@iifl.com; **Tel:** +91 22 6788 1000. For further details see “Our Promoters” on page 252 of the Shelf Prospectus.

Credit Rating: “Crisil AA/Stable” (pronounced as Crisil double A rating with Stable outlook) by Crisil Ratings Limited and “ICRA” AA (Stable) by ICRA Limited

TRANCHE I ISSUE PROGRAMME*

Tranche I Issue Opens on: Monday, April 07, 2025

Tranche I Issue Closes on: Wednesday, April 23, 2025

*The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in the Tranche I Prospectus. The Company may, in consultation with the Lead Managers, consider closing the Tranche I Issue on such earlier date or extended date (subject to a minimum period of two working days and a maximum period of ten working days from the date of opening of the Tranche I Issue and subject to not exceeding thirty days from the filing of the Tranche I Prospectus with ROC including any extensions), as may be decided by the Board of Directors of the Company or Finance Committee thereof, subject to relevant approvals, in accordance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Tranche I Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers or electronic modes such as online newspapers or website of the issuer or the stock exchange in which pre-issue advertisement for opening of the Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) or one Working Day post the Tranche I Issue Closing Date or such extended time as may be permitted by the Stock Exchange. For further details please see “General Information” on page 23 of the Tranche I Prospectus.

Allotment on First Come First Serve Basis *

*Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with the Stock Exchange, in each Portion subject to the Allocation Ratio indicated at the section titled “Issue Procedure – Basis of Allotment” at page 202 of the Tranche I Prospectus. However, on the date of oversubscription and thereafter, the allotments should be made to the applicants on proportionate basis in accordance with SEBI NCS Master Circular.

THE FOLLOWING IS A SUMMARY OF THE TERMS OF THE NCDs TO BE ISSUED PURSUANT TO THE TRANCHE I PROSPECTUS:

Series	I	II	III	IV	V	VI*	VII	VIII	IX
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual
Minimum Application	₹10,000 (10 NCDs) across all series								
Face Value/ Issue Price of NCDs (₹/ NCD)	1,000								
In Multiples of thereafter (₹)	₹1,000 (1 NCD)								
Type of instrument	Secured, Redeemable, Non-Convertible Debentures								
Tenor (in months)	15	15	24	24	36	36	36	60	60
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	9.00%	NA	9.30%	NA	9.35%	9.75%	NA	9.60%	10.25%
Effective Yield (% per annum) for NCD Holders in Category I, II, III & IV	9.06%	9.00%	9.30%	9.30%	9.76%	9.74%	9.75%	10.03%	10.24%
Mode of Interest Payment	Through various modes								
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	1,000	1,113.67	1,000	1,194.65	1,000	1,000	1,322.28	1,000	1,000
Maturity / Redemption Date (Months from the Deemed Date of Allotment)	15	15	24	24	36	36	36	60	60
Nature of indebtedness	Secured								
Put and Call Option	Not Applicable								

*The Company shall allocate and allot Series VI NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

- With respect to Series wherein interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.
- With respect to Series wherein interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under monthly Series will be made at the time of redemption of the NCDs. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.
- Subject to applicable tax deducted at source, if any.
- Please refer to Annexure C of the Tranche I Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

ASBA*

Simple, Safe Smart way of Application!!!

Mandatory in public issue.
No cheque will be accepted.

*Applications Supported by Blocked Amount (“ASBA”) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN.

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹5,00,000, applying through Designated Intermediaries, SCSBs or through the BSE Direct App / NSE goBID / Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section “Issue Procedure” beginning on page 171 of the Tranche I Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the Tranche I Issue, in accordance with the requirements of the SEBI Operational Circular dated August 10, 2021, as amended on UPI mechanism.

CORRIGENDUM NOTICE TO THE SHELF PROSPECTUS DATED MARCH 29, 2025 AND TRANCHE I PROSPECTUS DATED MARCH 29, 2025 ISSUED TO THE PUBLIC (“CORRIGENDUM”)

This Corrigendum should be read along with the Shelf Prospectus dated March 29, 2025 (“**Shelf Prospectus**”) and Tranche I Prospectus (“**Tranche I Prospectus**”) dated March 29, 2025 (collectively, “**Prospectus**”) filed with the Registrar of Companies, Maharashtra, Mumbai (“**RoC**”), BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) (together with BSE, the “**Stock Exchanges**”) and SEBI. All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Prospectus.

Investors may please note the following amendment to the Tranche I Prospectus:

- Date of the Tranche I Prospectus mentioned on the cover page of the Tranche I Prospectus should be read as March 29, 2025.
- Table indicating breakup of Tranche I Issue expenses under the section titled “Objects of the Tranche I Issue - Issue related expenses break-up” on page 34 of the Tranche I Prospectus shall stand replaced with the following:

Particulars	Amount (₹ in crore)*	As percentage of Tranche I Issue proceeds (in %)	As percentage of total expenses of the Tranche I Issue (in %)
Lead managers fees	0.45	0.09%	4.96%
Underwriting commission	-	0.00%	0.00%
Brokerage, selling commission and upload fees	6.79	1.36%	74.86%
Fee Payable to the registrars to the issue	0.08	0.02%	0.88%
Fees payable to the legal advisors	0.16	0.03%	1.76%
Advertising and marketing expenses	0.81	0.16%	8.93%
Fees payable to the regulators including stock exchanges.	0.43	0.09%	4.74%
Expenses incurred on printing and distribution of issue stationary	0.06	0.01%	0.66%
Any other fees, commission or payments under whatever nomenclature	0.29	0.06%	3.21%
Grand Total	9.07	1.81%	100.00%

Note: The above expenses are subject to applicable taxes as per the agreed terms of engagement with respective agency and excludes GST if any.

*Assuming the Tranche I Issue is fully subscribed, and our Company retains oversubscription as per the Issue Documents.

- Date of the in-principle approval from BSE mentioned under point 24 the section titled “Material Contracts and Documents for Inspection – Material Documents” on page 208 of the Tranche I Prospectus shall be replaced by November 19, 2024.

Accordingly, the abovementioned section of the Tranche I Prospectus stands replaced pursuant to this Corrigendum.

The above changes should be read in conjunction with the Shelf Prospectus and the Tranche I Prospectus. The information contained in this Corrigendum supplements the Shelf Prospectus and the Tranche I Prospectus and updates the information in the Tranche I Prospectus, as applicable. All references to the Tranche I Prospectus shall also include this Corrigendum.

A copy of this Corrigendum is being filed with the RoC in accordance with Section 26 and 31 of the Companies Act, 2013. The above change should be read in conjunction with the Prospectus. The information in this Corrigendum supplements the Prospectus and updates the information in the Prospectus, as applicable. All references to the Prospectus shall also include this Corrigendum. All capitalized terms used in this Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus. The Corrigendum is available on the websites of SEBI, Lead Managers, Stock Exchanges and the Company that is www.sebi.gov.in; www.trustgroup.in; www.nuvama.com; www.iiflcap.com; www.bseindia.com; www.nseindia.com and www.iifl.com.

NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGERS AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED “ISSUE RELATED INFORMATION” ON PAGE 127 OF THE TRANCHE I PROSPECTUS.

Information required under the Section 30 of Companies Act, 2013

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of the Company, see “History and Main Objects” on page 215 of the Shelf Prospectus and Clause III (A) of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled “Material Contracts and Documents For Inspection” on page 207 of the Tranche I Prospectus.

LIABILITY OF MEMBERS: Limited by Shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT DECEMBER 31, 2024: The Authorised Share Capital of the Company is ₹9,71,05,00,000 comprising of 2,35,52,50,000 Equity Shares of ₹2 each, and 50,00,00,000 Preference Shares of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹84,89,58,832 divided into 42,44,79,416 Equity Shares of ₹2 each. For information on the share capital of the Company, see “Capital Structure” on page 72 of the Shelf Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM: The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for face value of ₹10 each by them at the time of signing of the Memorandum of Association are Mr. Nirmal Jain - 100 Equity Shares and Mr. Mansukhlal Jain - 100 Equity Shares.

LISTING: The NCDs offered through the Shelf Prospectus and the Tranche I Prospectus are proposed to be listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) along with BSE, the “**Stock Exchanges**”). Our Company has received an ‘In-principle’ approval from BSE vide its letter no. DCS/BM/PI-BOND/27/24-25 dated November 19, 2024, and from NSE vide its letter no. NSE/IST/D/2024/0359 dated November 19, 2024. NSE shall be the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Documents have been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Offer Documents. The investors are advised to refer to the Tranche I Prospectus for the full text of the “Disclaimer Clause of NSE”.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process. It is to be distinctly understood that the permission given by the NSE to use their network and online platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory and other requirements by the Company, LMs etc., are cleared or approved by NSE; nor does it warrant in any manner, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the issuer, its promoters, its management or any scheme or projects of the issuer. It is also to be distinctly understood that the approval given by NSE should not in any way be deemed or construed that the prospectus 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 the Prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSE.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Offer Documents have been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Offer Documents. The investors are advised to refer to the Tranche I Prospectus for the full text of the Disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of registration dated March 06, 2020 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. Copy of the Shelf Prospectus and the Tranche I Prospectus has not been filed with or submitted to the Reserve Bank of India (“RBI”). It is distinctly understood that the Shelf Prospectus and Tranche I Prospectus should not in any way be deemed or construed to be approved or vetted by RBI. RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the issuer or for the correctness of any of the statements or representations made or opinions expressed by the issuer and for discharge of liability by the issuer. RBI neither accepts any responsibility nor guarantee for the payment of any amount due to any investor in respect of the proposed NCDs.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated “Crisil AA/Stable (pronounced as Crisil double A rating with Stable outlook)” for an amount of ₹ 3,500 crore by Crisil vide their rating rationale dated September 30, 2024 and February 11, 2025 read with rating letter dated September 30, 2024 and revalidation letter dated October 25, 2024, rating letter dated February 12, 2025 and revalidation letter dated March 10, 2025 and “ICRA/AA (Stable)” for an amount of 5,000 crore by ICRA vide their rating rationale dated September 25, 2024 read with rating letter dated September 24, 2024 and revalidation letters dated October 29, 2024 and March 05, 2025. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. Ratings given by CRISIL and ICRA are valid as on the date of the Tranche I Prospectus and shall remain valid on date of issue and allotment of NCDs and the listing of the NCDs on Stock Exchanges unless withdrawn. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all the newspapers or electronic modes such as online newspapers or website of the issuer or the stock exchanges in which pre issue advertisement has been given. The rating is not a recommendation to buy, sell or hold the rated instrument and investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agencies have a right to suspend or withdraw the rating at any time on the basis of factors such as new information. For the rating letter, rationale and press release for these ratings, see “Annexure A” of the Tranche I Prospectus. There are no unaccepted ratings and any other ratings other than as specified in the Shelf Prospectus and the Tranche I Prospectus.

DISCLAIMER CLAUSE OF CRISIL: Crisil Ratings Limited (Crisil Ratings) has taken due care and caution in preparing the Material based on the information provided by its client and / or obtained by Crisil Ratings from sources which it considers reliable (Information). A rating by Crisil Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by Crisil Ratings. Crisil Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by Crisil Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. The Rating is not a recommendation to invest / disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Crisil Ratings especially states that it has no liability whatsoever to the subscribers / users / transmitters / distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as Crisil Ratings providing or intending to provide any services in jurisdictions where Crisil Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. IIFL Finance Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and Crisil Ratings’ rating criteria are available without charge to the public on the website, www.crisilratings.com. For the latest rating information on any instrument of any company rated by Crisil Ratings, please contact Customer Service Helpdesk at 1800-267-3850.

DISCLAIMER CLAUSE OF ICRA: ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA’s current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided ‘as is’ without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

GENERAL RISKS: Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the issue, including the risks involved in it. Specific attention of the investors is invited to the chapters “Risk Factors” on page 23 of the Shelf Prospectus and “Material Developments” on pages 270 and 51 of the Shelf Prospectus and Tranche I Prospectus, respectively, before making an investment in such Tranche I Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor’s decision to purchase such securities. The Shelf and Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), any registrar of companies or any Stock Exchanges in India nor do they guarantee the accuracy or adequacy of this document.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: IIFL Finance Limited, Tel: +91 22 4103 5000; Lead Managers: IIFL Capital Services Limited (formerly known as IIFL Securities Limited), Tel: +91 22 4646 4728; NuVama Wealth Management Limited, Tel: +91 22 4009 4400; Trust Investment Advisors Private Limited, Tel: +91 22 4084 5000 and offices of Consortium Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of the SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app / web) interface/ platform of the BSE i.e. “**BSE Direct**” and of NSE i.e. “**NSE goBID**”. Further, BSE Direct platform can be accessed at <https://www.bseindirect.com> and NSE goBID at <http://www.nseindiaipo.com> or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request. The Abridged Prospectus can be downloaded from the following link: <https://www.iifl.com/finance/investor-information>

AVAILABILITY OF SHELF PROSPECTUS AND TRANCHE I PROSPECTUS: Investors are advised to refer Shelf Prospectus and Tranche I Prospectus and the “Risk Factors” on page 23 of the Shelf Prospectus, before applying in the Tranche I Issue. Physical copies of the Shelf Prospectus and Tranche I Prospectus can be obtained from the Company’s Registered Office, offices of Lead Managers to the Issue, offices of Consortium Members, Registrar to the Issue, and Designated Branches of the SCSBs. Full copy of the Shelf Prospectus and Tranche I Prospectus available on the websites of the Issuer at www.iifl.com, of the Lead Managers at www.iiflcap.com, www.nuvama.com and www.trustgroup.in, of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and on the website of SEBI at www.sebi.gov.in.



PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: HDFC Bank Limited

CONSORTIUM MEMBERS: Trust Financial Consultancy Services Private Limited and Trust Securities Services Private Limited, NuVama Wealth and Investment Limited and IIFL Capital Services Limited (formerly IIFL Securities Limited) .

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Shelf, Tranche I and Corrigendum to Tranche I Prospectus.

For further details please refer Shelf Prospectus and Tranche I Prospectus both dated March 29, 2025 respectively

LEAD MANAGERS TO THE ISSUE			REGISTRAR TO THE ISSUE
 TRUST In Partnership With Trust. TRUST INVESTMENT ADVISORS PRIVATE LIMITED 109/110, Balarama, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel: +91 22 4084 5000 • Email: iiflfinance.ncd@trustgroup.in Website: www.trustgroup.in • Contact Person: Hani Jalan	 NUVAMA WEALTH MANAGEMENT LIMITED 801-804, Wing A, Building No. 3 Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel: +91 22 4009 4400 • E-mail: ifl.ncd@nuvama.com Website: www.nuvama.com • Contact Person: Saili Dave	 IIFL CAPITAL IIFL CAPITAL SERVICES LIMITED (Formerly known as IIFL Securities Limited)* 24 th Floor, One Lodha Place, Senapati Bapat Marg, Lower Pare (West), Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 • E-mail: ifl.ncd@iiflcap.com Website: www.iiflcap.com • Contact Person: Yogesh Malpani	 MUFG INTIME INDIA PRIVATE LIMITED (Formerly Link Intime India Private Limited) C- 101, 1 st Floor, 247 Park, Lal Bahadur Shastri, Marg, Vikhroli, Mumbai – 400 083, India • Tel: +91 22 4646 4728 Fax: +91 22 4918 6060 • E-mail: iiflfinance.ncd2025@in.mrms.mufg.com Website: https://in.mrms.mufg.com/ • Contact Person: Shanti Gopalakrishnan

DEBENTURE TRUSTEE	CREDIT RATING AGENCIES		JOINT STATUTORY AUDITORS
<div><div>YARDHMAN TRUSTEESHIP PVT LTD <small>Building & Promoting Your Trust</small></div></div> <div>YARDHMAN TRUSTEESHIP PRIVATE LIMITED** The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 • Tel: +91 22 4264 8335/ 4014 0832 E-mail: corporate@yardhamantrustee.com Website: www.yardhamantrustee.com • Contact Person: Rushabh Desai</div>	<div><div>CRISIL Ratings</div><div>CRISIL RATINGS LIMITED Lightbridge IT Park, Saki Vihar Road Andheri East, Mumbai – 400 072 Tel: + 91 22 6137 3000 (B) • Fax: + 91 22 3342 3050 Email: crisilratingsdesk@crisil.com • Website: www.crisilratings.com Contact Person: Ajit Velnie</div></div>	<div><div>ICRA</div><div>ICRA LIMITED Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 Tel: +91 22 6114 3406 • Fax: + 91 22 2433 1390 Email: shivakumar@icraindia.com • Website: www.icra.in Contact Person: L Shivakumar</div></div>	<div><div>Sharp & Tannan Associates Chartered Accountants K87, Nariman Bhavan, 227, Nariman Point, Mumbai – 400 021 Tel: +91 22 6153 7500, 2202 2224/8857 Email: mumbai.office@sharpandtannan.com Website: mumbai.office@sharpandtannan.com Firm Registration Number: 109983W</div><div><div>G. M. Kapadia & Co. Chartered Accountants 1007, Raheja Chambers 213, Nariman Point, Mumbai – 400 021 Tel: +91 22 6611 6611 Email: mumbai.office@sharpandtannan.com Website: pointmumbai@gmko.com Firm Registration Number: 104767W</div></div></div>