



INDIA INFOLINE FINANCE LIMITED

Public Issue of Secured Redeemable and Unsecured Subordinated Redeemable Non-Convertible Debentures

Issuer	India Infoline Finance Limited			
Instrument	Secured Redeemable and Unsecured Subordinate Redeemable Non-Convertible Debentures The Unsecured NCDs will be in the nature of subordinated debt and will be eligible for Tier II capital.			
Issuance Schedule*	The Tranche I Issue shall be open from Tuesday, 22nd January 2019 to Wednesday, 20th February 2019			
*The Issue shall remain open for subscription on Working Days from 10 am to 5 pm (IST) during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the company or the Finance Committee, subject to necessary approvals. In the event of an early closure or extension of the Issue, the company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Issue closure.				
Tranche I Issue Size	Base Issue Rs.250 Crore with an option to retain oversubscription up to Rs.1,750 Crore aggregating to overall Tranche Issue size of Rs.2,000 Crores.			
Face Value	Rs.1,000/-			
Minimum Application	Rs.10,000/- (10 NCDs) and in multiples of 1 (one) NCD of Rs.1,000/- each thereafter			
Credit Rating	"AA/Stable" by Crisil and "AA+/Stable" by Brickworks (Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations).			
Issuance and Trading	In dematerialized form only.			
Allotment	on First Come First Served basis			
Category	I – Institutional ("QIB")	II – Non Institutional ("Corporate")	III – High Networth Individual ("HNI") amount aggregating above Rs.10 lacs	IV – Retail Individual ("Retail") amount aggregating up to and including Rs.10 lacs
Category Allocation	20% of the overall Issue Size	20% of the overall Issue size	30% of the overall Issue Size	30% of the overall Issue Size
Bucket Size (Rs.) assuming Issue size of Rs.2,000 Cr	Rs.400 Crores	Rs.400 Crores	Rs.600 Crores	Rs.600 Crores
Put Option	There is no put option for the NCDs			
Call Option	There is call option for various series as listed below			
Security and Asset Cover	<p>The principal amount of the Secured NCDs to be issued in terms of this issue together with all interest due and payable on the Secured NCDs, thereof shall be secured by way of first charge in favour of the Debenture Trustee on an identified immovable property and/or specified future receivables of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the Secured NCDs and interest thereon is maintained at all time until the Maturity Date.</p> <p>No security will be created for the Unsecured NCDs to be issued in terms of this Issue.</p>			
Ranking of NCDs	<p>The Secured NCDs would constitute secured obligations of the company and shall rank <i>pari passu</i> inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, thereof shall be secured by way of first charge in favour of the Debenture Trustee on an identified immovable property and/or specified future receivables of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the Secured NCDs and interest thereon is maintained at all time until the Maturity Date. The Secured NCDs proposed to be issued under the Issue and all earlier issues of debentures outstanding in the books of the company having corresponding assets as security, shall rank <i>pari passu</i> without preference of one over the other except that priority for payment shall be as per applicable date of redemption.</p> <p>The Unsecured NCDs would constitute unsecured and subordinated obligations of the Company and shall rank <i>pari passu</i> inter se, and subject to any obligations under applicable statutory and/or regulatory requirements. The Unsecured NCDs proposed to be issued under the Issue and all earlier issues of unsecured debentures outstanding in the books of the company, if any, shall rank <i>pari passu</i> without preference of one over the other except that priority for payment shall be as per applicable date of redemption. The claims of the Unsecured NCD holders shall be subordinated to those of the other creditors of the Company, subject to applicable statutory and/or regulatory requirements. The Company shall, subject to applicable RBI requirements and other applicable statutory and/or regulatory provisions, treat the Unsecured NCDs as Tier II Capital. The redemption of Unsecured NCDs is subject to the applicable RBI regulations and other statutory and regulatory requirements.</p>			
Lead Manager	Edelweiss Financial Services, IIFL Holdings, ICICI Securities, Trust Investment Advisors			

**INDIA INFOLINE FINANCE LIMITED**

Registrar	Link Intime India Pvt Ltd
Listing	Proposed on BSE and NSE
Interest on application money	As all Applications are being made under ASBA where Application Amount is blocked in the ASBA Account, no interest shall be payable on Application Amount in this Issue.

Who can apply?**Category I (Institutional Buyers) ("QIB"):**

- Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds and pension funds with a minimum corpus of Rs.25 crore, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDAI;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than Rs.500 crore as per the last audited financial statements;
- National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the GoI published in the Gazette of India; and
- Mutual funds registered with SEBI.

Category II (Non Institutional Investors) ("Corporates"):

- Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks;
- Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners; and
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008.
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons

Category III ("High Net-worth Individuals"), ("HNIs"),

Applying for an amount aggregating to above Rs.10 Lakh across all series of NCDs in Issue

- Resident Indian individuals and
- Hindu Undivided Families through the Karta

Category IV ("Retail Net-worth Individuals"), ("Retail"),

Applying for an amount aggregating upto and including Rs.10 Lakh across all series of NCDs in Issue

- Resident Indian individuals and
- Hindu Undivided Families through the Karta

Note: Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application cannot be made by :

- Minors without a guardian name* (A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form);
- Foreign nationals;
- Persons resident outside India;
- Foreign Institutional Investors;
- Foreign Portfolio Investors;
- Non Resident Indians;
- Qualified Foreign Investors;
- Overseas Corporate Bodies;
- Foreign Venture Capital Funds; and
- Persons ineligible to contract under applicable statutory/ regulatory requirements.

* Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872

Note: Application will be rejected if banked without uploading in the electronic system of the recognized stock exchanges.



TERM SHEET

INDIA INFOLINE FINANCE LIMITED

NCD ISSUE TERMS						
Option/Series	I	II	III	IV	V	VI
Nature of NCDs	Secured NCDs				Unsecured NCDs	
Who can Apply	All categories of investors (Category I, II, III and IV)					
Frequency	Annual	Cumulative	Monthly	Annual	Monthly	Annual
Tenor	39 Months	39 Months	60 Months	60 Months	120 Months	120 Months
Coupon Rate (% p.a.) for :						
Category I	9.50%	N.A.	9.60%	10.00%	9.90%	10.35%
Category II, III & IV	9.60%	N.A.	9.75%	10.20%	10.00%	10.50%
Effective Yield (% p.a.) for :						
Category I	9.50%	9.50%	10.03%	10.00%	10.36%	10.35%
Category II, III & IV	9.60%	9.60%	10.20%	10.20%	10.47%	10.50%
Amount (Rs./ NCD) on Maturity for:						
Category I	Rs.1,000/-	Rs.1,342.65/-	Rs.1,000/-	Rs.1,000/-	Rs.1,000/-	Rs.1,000/-
Category II, III & IV	Rs.1,000/-	Rs.1,346.63/-	Rs.1,000/-	Rs.1,000/-	Rs.1,000/-	Rs.1,000/-
Put Option	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Call Option (anytime after the months to expire from the Deemed Date of Allotment)	24 Months	24 Months	30 Months	30 Months	66 Months	66 Months
<p>Note : Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Tranche I Prospectus read with the provisions of the Articles of Association of the company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.</p>						
Interest payment Date	<p>Monthly Option : (Series III and V) the interest would be paid monthly on Actual/Actual basis at the respective coupon rate in connection with the relevant categories of NCD holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of respective series of NCDs.</p> <p>Annual Option : (Series I, IV and VI) the interest would be paid annually on Actual/Actual basis at the respective coupon rate in connection with the relevant categories of NCD holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of respective series of NCDs.</p>					

Note: In terms of the SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, an eligible investor desirous of applying in this Issue can make Applications through the ASBA mechanism only.

For additional information & risk factors please refer to the Prospectus