

**IIFL SAMASTA FINANCE LIMITED – TRANCHE II**

**1. Type of Issue**

**PUBLIC ISSUE BY IIFL SAMASTA FINANCE LIMITED OF UPTO 1,00,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH (“NCDs” OR “DEBENTURES”), AMOUNTING UP TO ₹ 200 CRORE (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION OF UPTO ₹ 800 CRORE (“GREEN SHOE OPTION”) AGGREGATING UP TO ₹ 1,000 CRORE (“TRANCHE II ISSUE SIZE” OR “TRANCHE II ISSUE”). THE TRANCHE II ISSUE SIZE IS WITHIN THE SHELF LIMIT OF ₹ 2,000 CRORE AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED MAY 24, 2024 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE (“TRANCHE II PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED NOVEMBER 23, 2023 READ WITH THE ADDENDUM TO THE SHELF PROSPECTUS DATED MAY 15, 2024 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGES AND SEBI. THE SHELF PROSPECTUS AND THE TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS. THE 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 ISSUE IS NOT UNDERWRITTEN.**

**2. Issue size (Rs crores)**

The Issue for an amount of Rs. 200 Crores (“Base Issue”) with an option to retain oversubscription upto Rs 800 crore aggregating up to 1,000 crores (“Issue Size”). The Company had issued and allotted NCDs aggregating to Rs. 180. 87 crores in the Issue.

*Source: Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated June 20, 2024*

**3. Rating of instrument along with name of the rating agency**

Particular	Rating Agency	Rating
(i) As disclosed in the offer document	CRISIL Ratings Limited	CRISIL AA-/Watch Developing
	Acuité Ratings & Research Limited	ACUITE AA   Rating Watch Negative Implications
(ii) At the end of 1 <sup>st</sup> FY (March 31, 2025)*		
(iii) At the end of 2 <sup>nd</sup> FY (March 31, 2026)*		
(iv) At the end of 3 <sup>rd</sup> FY (March 31, 2027)*		

\* Rating not disclosed as reporting for the relevant fiscal years has not been published

**4. Whether the security created is adequate to ensure 100% asset cover for the debt securities:** Yes

Source: Debenture Trust deed dated June 24, 2024

**5. Subscription level (number of times) \*:**

After considering the not Banked and technical rejection cases, the Tranche II Issue was subscribed 0.90 times of the Base Issue Size and 0.18 times of the Tranche II Issue Size.

\* Source – Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated June 20, 2024

**6. Financials of the issuer (as per the annual financial results submitted to stock exchanges under Listing Obligation and Disclosure Requirements)**

(On Consolidated basis) (Rs In crs)

Parameters	1st FY (March 31, 2025)*	2nd FY (March 31, 2026)*	3rd FY (March 31, 2027)*
Income from operations	NA	NA	NA
Net Profit for the period	NA	NA	NA
Paid-up equity share capital	NA	NA	NA
Reserves excluding revaluation reserves	NA	NA	NA

\*Financials not disclosed as reporting for the relevant fiscal years has not been completed

**7. Status of the debt securities (whether traded, delisted, suspended by any stock exchange, etc.)#**

Particular	
(i) At the end of 1st FY (March 31, 2025)*	NA
(ii) At the end of 2nd FY (March 31, 2026)*	NA
(iii) At the end of 3rd FY (March 31, 2027)*	NA

\* Trading status not disclosed as reporting for the relevant fiscal years has not been completed

NCDs are listed on the BSE Limited and NSE and admitted to dealings with effect from June 25, 2024

**8. Change, if any, in directors of issuer from the disclosures in the offer document**

Particular	Name of Director	Appointment / Resignation
(i) At the end of 1st FY (March 31, 2025)*		
(ii) At the end of 1st FY (March 31, 2026)*		
(iii) At the end of 3rd FY (March 31, 2027)*		

\* Changes in Directors not disclosed in the above table as reporting for the relevant fiscal years has not been completed.

1. Smt. Uma Shanmukhi Sistla (DIN: 08165959) was appointed as an additional director in the capacity of Women Independent Director to hold office of Independent Director for a term of three consecutive years with effect from 29th of July 2024.

2. Smt. Malini B Eden (DIN: 00732954) tendered her resignation as an Independent Director of the Company, with effect from 29th of July 2024

**9. Status of utilization of issue proceeds**

(i) As disclosed in the offer document	<p>The Net Proceeds raised through the Issue will be utilized for following activities in the ratio provided as below:</p> <p>I. For the purpose of onward lending, financing / refinancing the existing indebtedness of our Company, and/or debt servicing (payment of interest and/or repayment / prepayment of interest and principal of existing borrowings of the Company – at least 75% of the Net Proceeds of the Issue.</p> <p>II. For General Corporate Purposes – up to 25% of the Net Proceeds of the Issue.</p>
(ii) Actual utilization	NA
(iii) Reasons for deviation, if any	NA

Source: Unaudited Financial Results for the Quarter ended June 30, 2024

**10. Delay or default in payment of interest/ principal amount (Yes/ No): No (If yes, further details of the same may be given)**

(i) Disclosures in the offer document on terms of issue	<p>The Debenture Trustee will protect the interest of the NCD Holders in the event of default by the Company in regard to timely payment of interest and repayment of principal and they will take necessary action at the Company's cost. (Source: Prospectus dated May 24, 2024)</p>
(ii) Delay in payment from the due date	No

(iii) Reasons for delay/ non-payment, if any	No
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Source: Stock Exchange Intimation dated October 1, 2024

**11. Any other material information**

Announcement	Date
The Credit Rating Agency CRISIL Limited has, communicated on Ratings for IIFL Samasta Finance Limited from “CRISIL AA-/Watch Developing (Placed on 'Rating Watch with Developing Implications')”to “CRISIL AA-/Stable”- for Long term	October 1, 2024
Acuite CRA, has downgraded its long-term rating of ACUITE AA to ACUITE AA- on Rs. 3000 Cr Non-Convertible Debentures. Acuite CRA, has reaffirmed its short-term rating of ACUIT A1+ on Rs. 50 Cr proposed Commercial Papers.	October 31, 2024

**All the above information is updated as on November 15, 2024, unless indicated otherwise.**