

**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)	CRISIL Ratings Limited	Crisil AA-/Stable
	Acuité Ratings & Research Limited	ACUITE AA- Stable
(iii) At the end of 2 <sup>nd</sup> FY (March 31, 2026)	CRISIL Ratings Limited	Crisil AA-/Stable
	Acuité Ratings & Research Limited	ACUITE AA- Stable
(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	2,499.48	2,208.54	NA
Net Profit for the period	20.40	21.30	NA
Paid-up equity share capital	668.44	668.44	NA
Reserves excluding revaluation reserves	1,365.48	1,383.12	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)	Traded
(ii) At the end of 2nd FY (March 31, 2026)	Traded
(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)	<i>Nihar N Jambusaria</i>	Appointment
	<i>Uma Shanmukhi Sistla</i>	Appointment
	<i>Malini B Eden</i>	Resignation
(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.

**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 March 5, 2026

## 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
Mr. Manoranjan Biswal has resigned from the position of Company Secretary & Compliance Officer of the Company with effect from November 26, 2024.	November 26, 2024
Ms. Sneha Sharma has been appointed as a Compliance Officer of IIFL Samasta Finance Limited (the “Company”) with immediate effect, in terms of Regulation 6 of the SEBI Listing Regulations, for an interim period.	February 25, 2025
Reserve Bank of India (‘RBI’), in exercise of powers conferred under clause (b) of sub-section (1) of Section 58G read with clause (aa) of sub-section (5) of Section 58B of the RBI Act, 1934, has issued an Order / Press Release dated February 28, 2025 and has imposed a monetary penalty of ₹ 33.10 Lakh (Rupees Thirty Three Lakh and Ten Thousand only) for non-compliance with certain provisions of the Non-Banking Financial Company – Systematically Important Non-Deposit Taking Company and Deposit Taking Companies (Reserve Bank) Directions 2016 and Reserve Bank of India (Know Your Customer (KYC) Directions, 2016.	March 1, 2025
Mr.Vijay Kumar K S has been appointed as the ‘Chief Information Security Office’ of IIFL Samasta Finance Limited (the “Company”) with effect from March 10, 2025, forming part of Senior Management of the Company, as per the RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices ref. no. DoS.CO.CSITEG/SEC.7/31.01.015/2023-24, dated November 07, 2023	March 11, 2025
Infomerics Valuation and Rating Limited has assigned a rating as “IVR AA / Stable” (IVR Double A with a stable outlook) to proposed NonConvertible Debentures of IIFL Samasta Finance Limited.	March 21, 2025
Mrs. V. Abhinaya, an Associate Member of the Institute of Company Secretaries of India, bearing Membership No. A56919, as the Company Secretary and Compliance Officer of the Company with effect from May 23, 2025, pursuant to the provisions of provisions of Section	May 22, 2025

203 of the Companies Act, 2013, Regulation 6(1) and Regulation 51 read along with Schedule III Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
The Company has submitted the following breach of financial covenants in respect of the listed Non-Convertible Debentures (NCDs) of the company. The aforesaid information pertains to ISIN - INE413U07343 with regard to the financial covenant, i.e., return on assets exceeds 1%. They have also notified the concerned and Debenture Trustees on the aforesaid action. Further, a waiver has also been received and approved by the debenture holder on the actual percentage achieved which was 0.21%, compared to the covenant threshold of 1.00%. The Company also received the approval on the waiver of the aforesaid instance	June 6, 2025
The Board of Directors of the Company has approved the change in designation of Mr. Shivaprakash Deviah (DIN: 02216802) from Whole-time Director to a Non-Executive (Non-Independent) Director of the Company with effect from the close of business hours of November 30, 2025	December 1, 2025
The Board of Directors of the Company has duly approved the appointment of Mr. Linjin Tiruvangadan as the Chief Technology Officer (CTO) of the Company	April 1, 2026
The Company has duly intimated the Stock Exchange regarding the breach of a financial covenant pertaining to one of its ISINs and has submitted the requisite Auditor's Certificate in this regard.	April 23, 2026
Ms. Sneha Sharma has resigned from the position of Chief Compliance Officer of the Company with effect from May 28, 2026.	May 28, 2026
Board of Directors of the Company has approved, through a circular resolution, the appointment of Mrs. Preeti Pal as the Chief Compliance Officer ("CCO") of the Company	May 29, 2026

**All the above information is updated as on May 30, 2026 unless indicated otherwise.**