

This is a statutory advertisement, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



# IIFL SAMASTA FINANCE LIMITED



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

IIFL Samasta Finance Limited (“**Company**” / “**Issuer**”) was originally incorporated on August 9, 1995 as a public limited company under the provisions of the Companies Act, 1956 as ‘Colanac Finance Limited’ with registered office in Tamil Nadu vide the certification of incorporation granted by Additional Registrar of Companies, Tamil Nadu. The Company changed its name from ‘Colanac Finance Limited’ to ‘Samasta Microfinance Limited’ w.e.f. July 25, 2008 and obtained a fresh certificate of incorporation by Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands on July 25, 2008 consequent to change in name. Subsequently, the registered office of the Company was changed from Tamil Nadu to Karnataka and a fresh certificate of incorporation was issued by Registrar of Companies Bengaluru w.e.f. March 31, 2011. Further the Company changed its name from ‘Samasta Microfinance Limited’ to IIFL Samasta Finance Limited’ w.e.f. September 01, 2021 and a fresh certificate of incorporation was granted by Registrar of Companies Bengaluru on September 01, 2021, consequent to such change in name. The Company obtained a certificate of registration dated May 17, 2011 bearing registration no. B-02.00250 issued by RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934. Further, pursuant to change of name of the Company to its current name, a revised certificate of registration dated September 20, 2021 bearing registration no. B-02.00250 was issued by RBI. For more information about our Company including details regarding changes in Registered Office, please see “History and Main Objects” on page 119 of the Shelf Prospectus dated November 23, 2023 (“Shelf Prospectus”) and “General Information” on page 49 of the Shelf Prospectus.

**Registered Office:** 110/3, Lalbagh Main Road, Krishnappa Layout, Bengaluru – 560 027, Karnataka, India; **Tel:** +91 80 4291 3588; • **Corporate Office:** 37A, Sannathi Street, Theradi, Thiruvotriyur, Chennai 600019, Tamil Nadu, India; **CIN:** U65191KA1995PLC057884; **PAN:** AAACC4577H; **Website:** www.iiflsamasta.com; **Email:** [secretarial@iiflsamasta.com](mailto:secretarial@iiflsamasta.com) • **Company Secretary and Compliance Officer:** Manoranjan Biswal; **Tel.:** +91 80 4291 3588; **Email:** [manoranjan@iiflsamasta.com](mailto:manoranjan@iiflsamasta.com) • **Chief Financial Officer:** Anantha Kumar Thangavel; **Tel:** +91 80 4291 3509; **Email:** [ananthakumar@iiflsamasta.com](mailto:ananthakumar@iiflsamasta.com)

## THE ISSUE

**PUBLIC ISSUE BY THE COMPANY OF UPTO 2,00,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹1,000 EACH (“NCDs” OR “DEBENTURES”), AGGREGATING UP TO ₹2,000 CRORE (“SHELF LIMIT”) (“ISSUE”). THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHEs (EACH BEING A “TRANCHE ISSUE”) UP TO THE SHELF LIMIT, ON TERMS AND CONDITIONS AS SET OUT IN THE DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND RELEVANT TRANCHE PROSPECTUS (COLLECTIVELY, THE “OFFER DOCUMENTS”). 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.**

## OUR PROMOTERS

**Our promoters** are (i) Narayanaswamy Venkatesh, **Tel:** +91 80 4291 3588, **Email id:** [secretarial@iiflsamasta.com](mailto:secretarial@iiflsamasta.com); (ii) Shivaprakash Deviah, **Tel:** +91 80 4291 3588, **Email id:** [secretarial@iiflsamasta.com](mailto:secretarial@iiflsamasta.com); (iii) IIFL Finance Limited, **Tel:** +91 22 6788 1000, **Email id:** [cs@team@iifl.com](mailto:cs@team@iifl.com). For further details see “Our Promoters” on page 134 of the Shelf Prospectus.

**\*Credit Rating: CRISIL AA-/Watch Developing (Continues on ‘Rating Watch with Developing Implications’) by CRISIL Ratings Limited and ‘ACUITE AA | Reaffirmed | Rating Watch Negative Implications’ by Acuite Ratings & Research Limited**

## NOTICE TO INVESTORS ADDENDUM TO THE SHELF PROSPECTUS DATED NOVEMBER 23, 2023 (“ADDENDUM”)

This is with reference to the shelf prospectus dated November 23, 2023 (“Shelf Prospectus”), filed with the Registrar of Companies, Karnataka at Bengaluru (“RoC”), Securities and Exchange Board of India (“SEBI”) and BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (BSE and NSE collectively referred to as “Stock Exchanges”) in relation to the public issue of up to 2,00,00,000 secured, rated, listed, redeemable, non-convertible debentures of face value ₹ 1,000 each (“NCDs” or “Debentures”), aggregating up to ₹ 2,000 crore (“Shelf Limit”) (“Issue”).

As per the Shelf Prospectus, JM Financial Limited, Nuvama Wealth Management Limited, Trust Investment Advisors Private Limited and IIFL Securities Limited were the Lead managers to the Issue.

Pursuant to interim directions passed by SEBI in an interim ex-parte order dated March 7, 2024 bearing number WTM/AB/DDHS/DDHS-PoD-1/30074/2023-24 issued by SEBI (“SEBI Order”), JM Financial Limited is unable to continue to act as a lead manager to the Issue.

Subsequently, the Company, Trust Investment Advisors Private Limited, IIFL Securities and Nuvama Wealth Management Limited have entered into an Addendum Cum Supplemental Agreement to the Issue Agreement dated May 14, 2024. Accordingly, amendments are to be made to the Shelf Prospectus to amend the details of the Lead Managers and give effect to the above.

In this regard, potential investors may note the following amendments to the Shelf Prospectus, as approved by the Issue and Allotment Committee of the Board of Directors of the Company pursuant to its resolution dated May 15, 2024:

- Cover Page:** Details of JM Financial Limited provided on the cover page of the Shelf Prospectus shall stand deleted in its entirety.
- Definitions and Abbreviations:** Following definitions provided under the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:

|                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Issue Agreement</b>     | The Issue Agreement dated November 2, 2023 entered between the Company and JM Financial Limited, IIFL Securities Limited#, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) and Trust Investment Advisors Private Limited, the Lead Managers to the Issue, read with addendum cum supplemental agreement to the Issue Agreement dated May 14, 2024 entered into between the Company and Trust Investment Advisors Private Limited, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) and IIFL Securities Limited# (“ <b>Addendum Cum Supplemental Agreement</b> ”).<br>“ <i>IIFL Securities Limited is deemed to be an associate of the Issuer as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, IIFL Securities Limited would be involved only in marketing of the Issue and as per Regulation 25 (3) of SEBI NCS Regulations shall not issue a due diligence certificate.</i> ” |
| <b>Lead Managers</b>       | Trust Investment Advisors Private Limited, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) and IIFL Securities Limited# “ <i>IIFL Securities Limited is deemed to be an associate of the Issuer as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, IIFL Securities Limited would be involved only in marketing of the Issue and as per Regulation 25 (3) of SEBI NCS Regulations shall not issue a due diligence certificate.</i> ”                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Registrar Agreement</b> | Agreement dated October 31, 2023, read with amendment agreement to the Registrar Agreement dated May 14, 2024 entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue (“ <b>Amendment to the Registrar Agreement</b> ”).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Shelf Prospectus</b>    | The Shelf Prospectus dated November 23, 2023 read along with the addendum to the shelf prospectus dated May 14, 2024 (“ <b>Addendum</b> ”).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

Further the definition of JM Financial Limited shall stand deleted in its entirety.

- The ratings of NCDs issued / proposed to be issued under the terms of Shelf Prospectus have been reevaluated to CRISIL AA-/Watch Developing (Continues on ‘Rating Watch with Developing Implications’) for an amount of ₹2,000 crore by CRISIL Ratings Limited vide their rating letter dated May 8, 2024 and ‘ACUITE AA | Reaffirmed | Rating Watch Negative Implications’ for an amount of ₹2,000 crore by Acuite Ratings & Research Limited vide their rating reevaluation letter dated May 10, 2024. The rating by CRISIL Ratings Limited has been revised from CRISIL AA-/Positive (Pronounced as CRISIL double A minus rating with Positive outlook) assigned vide their rating letter dated November 20, 2023 for an amount of ₹2,000 crore and the rating by Acuite Ratings & Research Limited has been revised from ‘Acuite AA Stable’ for an amount of ₹2,000 crore assigned by their rating letter dated October 6, 2023. Securities with these ratings are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. However, the rating by CRISIL Ratings Limited continues to be under Rating Watch with Developing Implications which reflects an emerging situation, which may affect the credit profile of the related entity and the rating by Acuite Ratings and Research Limited is under watch with Negative Implications. Accordingly, all references to the credit rating of the NCDs and description thereto in the Shelf Prospectus, shall be deemed to be construed and read, mutatis mutandis, as modified through this Addendum, wherever the context may require, including at Cover Page (Credit Rating), Section titled “Risk Factors” on page 25, Section titled “General Information- Credit Rating and Rationale” on page 53, Section titled “Our Business- Credit Ratings” on page 116, Section titled “Material Developments” on page 150, Section titled “Issue Structure- Credit Ratings / Rating of the Instrument” on page 233.

The links to the press release for the aforementioned rating issued by CRISIL Ratings Limited is available at

<[https://www.crisilratings.com/wmt/wshare/Ratings/RatingList/RatingDocs/IIFLSamastaFinanceLimited\\_May%2008\\_%202024\\_RR\\_342801.html](https://www.crisilratings.com/wmt/wshare/Ratings/RatingList/RatingDocs/IIFLSamastaFinanceLimited_May%2008_%202024_RR_342801.html)>

and aforementioned rating issued by Acuite Ratings & Research Limited is available at

<[https://connect.acuite.in/company-details/IIFL%20SAMASTA%20FINANCE%20LIMITED/12th\\_Mar\\_24](https://connect.acuite.in/company-details/IIFL%20SAMASTA%20FINANCE%20LIMITED/12th_Mar_24)>

## 4. General Information

- Details of JM Financial Limited provided under the heading “General Information-Lead Managers” on page 50 of the Shelf Prospectus shall stand deleted in its entirety.
- Details provided under the heading “General Information-Inter-se allocation of responsibility” on page 54 of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:

| No. | Activities                                                                                                                                                                                                                     | Responsibility                       | Coordinator               |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------|
| 1.  | Due diligence of Company's operations/ management/ business plans/ legal etc.<br>• Drafting of the offering document.<br>• Coordination with the Stock Exchanges for in-principle approval                                     | Trust Investment Advisors and Nuvama | Trust Investment Advisors |
| 2.  | Structuring of various issuance options with relative components and formalities etc.                                                                                                                                          | Trust Investment Advisors and Nuvama | Trust Investment Advisors |
| 3.  | Co-ordination with intermediaries for their deliverables and co-ordination with lawyers for legal opinion                                                                                                                      | Trust Investment Advisors and Nuvama | Trust Investment Advisors |
| 4.  | Drafting and approval of statutory advertisement                                                                                                                                                                               | Trust Investment Advisors and Nuvama | Trust Investment Advisors |
| 5.  | Appointment of other intermediaries viz., Registrar, Debenture Trustee, Consortium/Syndicate Members, printer, advertising agency and Public Issue Bank, Refund Bank and Sponsor Bank.                                         | Trust Investment Advisors and Nuvama | Trust Investment Advisors |
| 6.  | Coordination with the printer for designing and finalization of Issue Documents, Application Form including memorandum containing salient features of the Issue Documents.                                                     | Trust Investment Advisors and Nuvama | Nuvama                    |
| 7.  | Drafting and approval of all publicity material (excluding statutory advertisement as mentioned in point 4 above) including print and online advertisement, outdoor advertisement including brochures, banners, hoardings etc. | Trust Investment Advisors and Nuvama | Trust Investment Advisors |
| 8.  | Preparation of road show presentation, FAQs.                                                                                                                                                                                   | Trust Investment Advisors and Nuvama | IIFL Securities           |

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 119 of the Shelf Prospectus and Clause III (A) of the Memorandum of Association of the Company. For further details, see the section titled “Material Contracts and Documents For Inspection” on page 300 of the Shelf Prospectus.

**LIABILITY OF MEMBERS:** Limited by Shares

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2023:** The Authorised Share Capital of the Company is ₹7,00,00,00,000 comprising of 69,80,00,000 Equity Shares of ₹10 each, and 20,00,00,000 Preference Shares of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹5,93,64,30,370 divided into 59,36,43,037 Equity Shares of ₹10 each. For information on the share capital of the Company, see “Capital Structure” on page 58 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:** C Ravindran, Usha Ravindran, C Mohan, C Rukmani Sundaram, V Yuvaraj, K Sujatha Devi and G Hemakumar were allotted 100, 25,25,25, 25,25 and 25 Equity Shares, respectively aggregating to 250 Equity Shares.

**LISTING:** The NCDs offered through the Shelf 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/017/23-24 dated November 13, 2023, and from NSE vide its letter no. NSE/IST/D/2023/0296 dated November 9, 2023. 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 anyway be deemed or construed that the Shelf Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Shelf Prospectus for the full text of the “Disclaimer Clause of the 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 Draft Offer Document has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Shelf Prospectus. The investors are advised to refer to the Shelf Prospectus for the full text of the Disclaimer clause of the BSE.

**DISCLAIMER CLAUSE OF RBI:** The Company is having a valid certificate of registration dated September 20 2021 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. Copy of the Shelf Prospectus has not been filed with or submitted to the Reserve Bank of India (“RBI”). It is distinctly understood that the Shelf 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 ratings of NCDs issued / proposed to be issued under the terms of Shelf Prospectus have been reevaluated to CRISIL AA-/Watch Developing (Continues on ‘Rating Watch with Developing Implications’) for an amount of ₹2,000 crore by CRISIL Ratings Limited vide their rating letter dated May 8, 2024 and ‘ACUITE AA | Reaffirmed | Rating Watch Negative Implications’ for an amount of ₹2,000 crore by Acuite Ratings & Research Limited vide their rating reevaluation letter dated May 10, 2025. The rating by CRISIL Ratings Limited has been revised from CRISIL AA-/Positive (Pronounced as CRISIL double A minus rating with Positive outlook) assigned vide their rating letter dated November 20, 2023 for an amount of ₹2,000 crore and the rating by Acuite Ratings & Research Limited has been revised from ‘Acuite AA Stable’ for an amount of ₹2,000 crore assigned by their rating letter dated October 6, 2023. Securities with these ratings are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. However, the rating by CRISIL Ratings Limited continues to be under Rating Watch with Developing Implications which reflects an emerging situation, which may affect the credit profile of the related entity and the rating by Acuite Ratings and Research Limited is under watch with Negative Implications.

**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 Samasta 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.crisil.com](http://www.crisil.com). For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at 1800-267-1301.

**DISCLAIMER CLAUSE OF ACUITE:** An Acuite rating does not constitute an audit of the rated entity and should not be treated as a recommendation or opinion that is intended to substitute for a financial adviser's or investor's independent assessment of whether to buy, sell or hold any security. Acuite ratings are based on the data and information provided by the issuer and obtained from other reliable sources. Although reasonable care has been taken to ensure that the data and information is true, Acuite, in particular makes no representation or warranty, expressed or implied with respect to the adequacy, accuracy or completeness of the information relied upon. Acuite is not responsible for any errors or omissions and especially states that it has no financial liability whatsoever for any direct, indirect or consequential loss of any kind arising from the use of its ratings. Acuite ratings are subject to a process of surveillance which may lead to a revision in ratings as and when the circumstances so warrant. Please visit our website ([www.acuite.in](http://www.acuite.in)) for the latest information on any instrument rated by Acuite, Acuite's rating scale and its definitions.

**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 18 of the Shelf Prospectus and “Material Developments” on page 150 of the Shelf Prospectus before making an investment in such 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 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 Shelf Prospectus.

**AVAILABILITY OF SHELF PROSPECTUS:** Investors are advised to refer Shelf Prospectus and the “Risk Factors” on page 18 of the Shelf Prospectus, before applying in the Issue. Physical copies of the Shelf 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 available on the websites of the Issuer at [www.iiflsamasta.com](http://www.iiflsamasta.com), of the Lead Managers at [www.trustgroup.in](http://www.trustgroup.in), [www.iiflcap.com](http://www.iiflcap.com) and [www.nuvama.com](http://www.nuvama.com) and of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

| LEAD MANAGERS TO THE ISSUE                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                         | DEBENTURE TRUSTEE                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <br><b>Trust Investment Advisors Private Limited</b><br>109/110, Balarama, Bandra Kurla Complex, Bandra (East),<br>Mumbai 400 051, Maharashtra, India • Tel: +91 22 4084 5000<br>Fax: +91 22 4084 5066 • Email: <a href="mailto:projectpragathi.trust@trustgroup.in">projectpragathi.trust@trustgroup.in</a><br>Website: <a href="http://www.trustgroup.in">www.trustgroup.in</a> • <b>Contact Person:</b> Hani Jalan | <br><b>NUVAMA WEALTH MANAGEMENT LIMITED</b><br>(formerly known as Edelweiss Securities Limited)<br>801 - 804, Wing A, Building No 3 Inspire BKC, G Block,<br>Bandra Kurla Complex, Bandra East, Mumbai – 400 051<br>Tel: +91 22 4009 4400 • Fax: NA<br>E-mail: <a href="mailto:iifl.samasta@nuvama.com">iifl.samasta@nuvama.com</a><br>Website: <a href="http://www.nuvama.com">www.nuvama.com</a> • <b>Contact Person:</b> Saliil Dave | <br><b>IIFL Securities Limited</b><br>24th Floor, One Lodha Place, Senapati Bapat Marg,<br>Lower Parel (West) Mumbai 400 013<br>Fax: +91 22 2493 1073<br>E-mail: <a href="mailto:iiflsamasta.ncd@iiflcap.com">iiflsamasta.ncd@iiflcap.com</a><br>Website: <a href="http://www.iiflcap.com">www.iiflcap.com</a> • <b>Contact Person:</b> Nishita Mody | <br><b>Beacon Trusteeship Limited</b><br>7 A & B, Siddhivinayak Chambers, Opposite MIG Cricket Club,<br>Gandhi Nagar, Bandra (East), Mumbai - 400 051<br>Tel: +91 22 2655 8759 • Email: <a href="mailto:contact@beacontrustee.co.in">contact@beacontrustee.co.in</a><br>Website: <a href="http://www.beacontrustee.co.in">www.beacontrustee.co.in</a><br>Contact Person: Kaustubh Kulkarni                                                                                                                                                                                                                |
| CREDIT RATING AGENCIES                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                         | STATUTORY AUDITOR                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <br><b>CRISIL RATINGS LIMITED</b><br>CRISIL House, Central Avenue, Hiranandani Business<br>Park, Powai, Mumbai - 400 076<br>Tel: + 91 22 3342 3000 (B) • Fax: + 91 22 3342 3050<br>Email: <a href="mailto:crisilratingsdesk@crisil.com">crisilratingsdesk@crisil.com</a><br>Website: <a href="http://www.crisil.com">www.crisil.com</a> • <b>Contact Person:</b> Ajit Velonlie                                        | <br><b>ACUITE RATINGS &amp; RESEARCH LIMITED</b><br>708, Lodha Supremus, Lodha iThink Campus,<br>Kanjurmag (East), Mumbai - 400 042<br>Tel: + 91 99698 98000 • Email: <a href="mailto:chitra.mohan@acuite.in">chitra.mohan@acuite.in</a><br>Website: <a href="http://www.acuite.in">www.acuite.in</a><br>Contact Person: Chitra Mohan                                                                                                   | <b>M/s BRAHMAYYA &amp; CO.</b><br>Chartered Accountants<br><br>Khivraj Mansion, 10/2 Kasturba Road, Bengaluru,<br>Karnataka - 560 001 • Tel: +91 80 2227 4551<br>Email: <a href="mailto:srinivas@brahmayya.in">srinivas@brahmayya.in</a><br>Website: <a href="http://www.brahmayya.com">www.brahmayya.com</a><br>Contact Person: G Srinivas          | <b>LINKIntime</b><br><br>Link Intime India Private Limited<br>C- 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083<br>C- 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083<br>Tel: +91 810 811 4949 • Fax: +91 22 4918 6195<br>Email: <a href="mailto:iiflsamasta.ncd2023@linkintime.co.in">iiflsamasta.ncd2023@linkintime.co.in</a><br>Investor Grievance Email: <a href="mailto:iiflsamasta.ncd2023@linkintime.co.in">iiflsamasta.ncd2023@linkintime.co.in</a><br>Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> • <b>Contact Person:</b> Pradnya Karanjekar |

“IIFL Securities Limited is deemed to be our associate as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, IIFL Securities Limited would be involved only in marketing of the Issue.

“Beacon Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated October 31, 2023 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and the respective Tranche Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to the Issue.

**DISCLAIMER:** IIFL Samasta Finance Limited (“Company”), subject to market conditions and other considerations is proposing a public issue of secured, rated, listed, redeemable, non-convertible Debentures (“Secured NCDs”) and has filed the Shelf Prospectus dated November 23, 2023 to be read with the addendum to the Shelf Prospectus dated May 15, 2024 (collectively “Shelf Prospectus”) with the Registrar of Companies, Maharashtra at Mumbai, BSE Limited, National Stock Exchange of India Limited and SEBI. The Shelf Prospectus is available on the Company's website <https://iiflsamasta.com/investor-relations/>, on the website of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and the respective websites of the lead managers at [www.trustgroup.in](http://www.trustgroup.in), [www.iiflcap.com](http://www.iiflcap.com) and [www.nuvama.com](http://www.nuvama.com). Investors proposing to participate in the Issue, should invest only on the basis of the information contained in the Shelf Prospectus. Investors should note that investment in the Secured NCDs involve a high degree of risk and for details relating to the same, please refer to the Shelf Prospectus dated November 23, 2023 and the section on “Risk Factors” beginning on the page 18 of the Shelf Prospectus dated November 23, 2023.

For IIFL Samasta Finance Limited

Sd/-

Mr. Narayanaswamy Venkatesh

Managing Director

DIN: 01018821

Place : Bengaluru

Date : 15<sup>th</sup> May, 2024