



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...

Registered Office: 110/3, Lefbagh Main Road, Krishnappa Layout, Bengaluru - 560 027, Karnataka, India. Tel: +91 80 4291 3588. Corporate Office: 37A, Sannath Street, Theraidi, Thiruvottiyur, Chennai 600019, Tamil Nadu, India. CIN: U65191KA1995PLC057894. PAN: AAACC4577H. Website: www.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").

OUR PROMOTERS

Our promoters are (i) Narayanaswamy Venkatesh, Tel: +91 80 4291 3588, Email id: secretarial@iiflsamasta.com; (ii) Shivaprasad Deviah, Tel: +91 80 4291 3588, Email id: secretarial@iiflsamasta.com; (iii) IIFL Finance Limited, Tel: +91 22 6788 1000, Email id: cteam@iifl.com

*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")

Pursuant to the shelf prospectus dated November 23, 2023, the Company has issued an addendum to the shelf prospectus 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.

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

Table with 2 columns: Category (Issue Agreement, Lead Managers, Registrar Agreement, Shelf Prospectus) and Description.

Further the definition of JM Financial Limited shall stand deleted in its entirety.
3. The ratings of NCDs issued / proposed to be issued under the terms of Shelf Prospectus have been revalidated to CRISIL AA-Watch Developing (Continues on 'Rating Watch with Developing Implications') for an amount of ₹ 2,000 crore by CRISIL Ratings & Research Limited...

- 4. General Information
a. 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.
b. 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:

Table with 4 columns: No., Activities, Responsibility, Coordinator.

Table with 4 columns: S.No., Description, Trust Investment Advisors and NuVama and IIFL Securities, NuVama, Trust Investment Advisors and NuVama.

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.

- 5. Other Regulatory and Statutory Disclosures:
a. Details of JM Financial Limited provided under the heading "Track record of past public issues handled by the Lead Managers-Other Regulatory and Statutory Disclosures" on page 206 of the Shelf Prospectus shall stand deleted in its entirety.

- 6. Issue Structure:
a. The term 'Lead Managers' provided under the chapter titled 'Issue Structure' on page 232 of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:

Table with 2 columns: Category (Lead Managers) and Description.

- 7. Issue Procedure:
a. Under the heading titled 'Issue Procedure-How to apply?' - Availability of the Draft Shelf Prospectus, this Shelf Prospectus, relevant Tranche Prospectus, Abridged Prospectus and Application Forms. On page 260 of the Shelf Prospectus, the website details of JM Financial Limited (www.jmf.com) shall be deleted in its entirety.

- 8. Material Contracts and Documents for Inspection:
a. Following line items shall be added under the heading titled 'Material Contract and Documents for Inspection - Material Contracts' on page 300 of the Shelf Prospectus:

- i. Addendum Cum Supplemental Agreement to the Issue Agreement dated May 14, 2024.
ii. Amendment to the Registrar Agreement dated May 14, 2024.
b. Following line items shall be added under the heading titled 'Material Contract and Documents for Inspection - Material Documents' on page 300 of the Shelf Prospectus:
i. Copy of the resolution passed by the Issue and Allotment Committee dated May 14, 2024, approving this Addendum to the Shelf Prospectus dated May 14, 2024.
c. Following line items shall be added under the heading titled 'Material Contract and Documents for Inspection - Material Documents' on page 300 of the Shelf Prospectus:
i. Credit rating letter and rating rationale, each dated May 8, 2024 issued by CRISIL Ratings Limited
ii. Consent letter dated May 13, 2024 from CRISIL Ratings Limited in respect of credit rating letter and rating rationale, each dated May 8, 2024
iii. Consent letter dated May 13, 2024 from Acuite Ratings & Research Limited in respect of credit rating letter and rating rationale, each dated May 8, 2024
iv. Consent letter dated May 13, 2024 from Acuite Ratings & Research Limited in respect of credit rating letter and rating rationale, each dated May 8, 2024

- 9. The term "Lead Managers" / "Lead Manager" in the Shelf Prospectus shall hereinafter mean Trust Investment Advisors Private Limited, NuVama Wealth Management Limited (formerly known as Edelweiss Securities Limited) and IIFL Securities Limited and all references to Lead Managers / Lead Manager in the Shelf Prospectus shall be construed accordingly.

All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Shelf Prospectus. With effect from the date hereof, this Addendum shall be an integral part of the Shelf Prospectus and the Shelf Prospectus shall be read in conjunction with this Addendum. The information in this Addendum supplements the Shelf Prospectus and updates the information in the Shelf Prospectus and other Transaction Documents, as applicable.

All the potential investors are advised to please provide attention to the above mentioned update and take an informed decision accordingly. All references to the Shelf Prospectus shall also include this Addendum. This Addendum is available on the websites of the Company at www.iiflsamasta.com, on the websites of Lead Managers at www.trustgroup.in, www.iiflcap.com and www.nuvama.com and shall also be available on the websites of SEBI and Stock Exchanges at www.sebi.gov.in, www.bseindia.com and www.nseindia.com respectively.

Information required under the Section 35 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 Authorized Share Capital of the Company is ₹ 7,00,00,00,000 comprising of 69,80,00,000 Equity Shares of ₹ 10 each, and 20,00,000 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, Y. Yuvraj, 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/LIST/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 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 RATINGS: The ratings of NCDs issued / proposed to be issued under the terms of Shelf Prospectus have been revalidated 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 revalidation 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" 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/press/pressroom/Ratings/RatingList/RatingDocs/IIFL_Samasta_Finance_Limited_May%2024_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>

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. 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) 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 website of the Issuer at www.iiflsamasta.com, of the Lead Managers at www.trustgroup.in, www.iiflcap.com and www.nuvama.com and of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and on the website of SEBI at www.sebi.gov.in.

Grid containing logos and contact details for Lead Managers to the Issue (Trust Investment Advisors Private Limited, NuVama Wealth Management Limited, IIFL Securities Limited), Debenture Trustee (Beacon Trusteeship Limited), Credit Rating Agencies (CRISIL Ratings, Acuite Ratings & Research Limited), Statutory Auditor (M/s BRAHMAYYA & CO. Chartered Accountants), and Registrar to the Issue (LINK Intime).

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 and www.nseindia.com; on the website of the SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.trustgroup.in, www.iiflcap.com and 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