

*Note: Edelweiss Broking Ltd. is a Lead Broker to the issue; accordingly, this note is prepared based on the Tranche II for informative purpose only.*



## EDELWEISS FINANCIAL SERVICES LIMITED

Public Issue Of Secured redeemable non-convertible debentures

### Issue Highlights

Tranche II Issue opens: **Monday, October 03 2022**

Tranche II Issue closes: **Monday, October 17 2022\*\***

Allotment: **First Come First Serve Basis**

Face Value: **Rs.1,000 per NCD**

Issue Price: **Rs.1,000 per NCD**

Nature of Instrument: **Secured Redeemable Non-Convertible Debentures**

Minimum Application: **10 NCDs (Rs.10, 000) & in multiple of 1NCD**

Listing: **BSE**

Rating: **“CRISIL AA-/Negative” (pronounced as CRISIL double A minus rating with Negative outlook) and “ACUTE AA-/ Negative” (pronounced as ACUTE double A Minus)**

Registrar: **KFIN Technologies Limited**

Issue Size: **Public issue of Secured Redeemable Non-Convertible Debentures by Edelweiss Financial Services Limited (“the Company”) of NCDs for an amount of ₹ 2,000 million (“Base Issue Size”), with an option to retain over- subscription up to ₹ 2,000 million aggregating up to ₹ 4,000 million**

### Issue Break up:

| Category                           | Allocation | Amount in Crs. |       |
|------------------------------------|------------|----------------|-------|
|                                    |            | Base Issue     | Issue |
| <b>Institutional Investors</b>     | 10%        | 20             | 40    |
| <b>Non Institutional Investors</b> | 10%        | 20             | 40    |
| <b>HNI</b>                         | 40%        | 80             | 160   |
| <b>Retail Individual Investors</b> | 40%        | 80             | 160   |
| <b>Total</b>                       | 100%       | 200            | 400   |

\* Persons resident outside India and other foreign entities are not allowed

\*\*The Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the above, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Company or the Debenture Fund Raising Committee, subject to relevant approvals.

### Yield (p.a.)

| Series                                                                   | I         | II         | III       | IV*       | V          | VI        | VII       | VIII       | IX         | X          |
|--------------------------------------------------------------------------|-----------|------------|-----------|-----------|------------|-----------|-----------|------------|------------|------------|
| Frequency of Interest Payment                                            | Annual    | Cumulative | Monthly   | Annual    | Cumulative | Monthly   | Annual    | Cumulative | Monthly    | Annual     |
| Tenor                                                                    | 24 months | 24 months  | 36 months | 36 Months | 36 months  | 60 months | 60 months | 60 months  | 120 months | 120 months |
| Coupon (% per annum) for NCD Holders in Category I, II, III & IV         | 8.85%     | NA         | 8.90%     | 9.25%     | NA         | 9.35%     | 9.75%     | NA         | 9.65%      | 10.10%     |
| Effective Yield (per annum) for NCD Holders in Category I, II, III & IV  | 8.84%     | 8.85%      | 9.27%     | 9.24%     | 9.25%      | 9.75%     | 9.74%     | 9.75%      | 10.08%     | 10.09%     |
| Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV | ₹1,000    | ₹1,185.10  | ₹1,000    | ₹1,000    | ₹1,304.30  | ₹1,000    | ₹1,000    | ₹1,592.75  | ₹1,000     | ₹1,000     |

**The additional incentive will be maximum of 0.20% p.a. for all Category of Investors in the proposed Issue**, who are also holders of NCD(s)/Bond(s) previously issued by Edelweiss Financial Services Limited, and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Retail Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity shareholder(s) of Edelweiss Financial Services Limited as the case may be, on the deemed date of allotment.

\*The Company shall allocate and allot Series IV NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

1. With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.

2. With respect to Series where interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.

3. Subject to applicable tax deducted at source, if any.

4. Please refer to Annexure D of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational circular

## Issuer Overview

**Edelweiss Financial Services Limited (“EFSL”)**, was incorporated on November 21, 1995 under the name Edelweiss Capital Limited and started operations as an investment banking firm after receipt of a Category II license from SEBI. Edelweiss Capital Limited subsequently received a Category I Merchant Banker license from SEBI with effect from October 16, 2000. The name of Edelweiss Capital Limited was changed to ‘Edelweiss Financial Services Limited’ with effect from August 1, 2011. After commencing the business as an investment banking firm, the Company, through its subsidiaries has now diversified its businesses to include credit including retail and corporate credit, asset management, asset reconstruction, insurance including life and general insurance business, and wealth management businesses, which are conducted through its subsidiaries.

## COMMON TERMS AND CONDITIONS OF THE NCDs

|                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Issuer</b>                                                          | Edelweiss Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Type of instrument/<br/>Name of the security/ Seniority</b>         | Secured, redeemable, non-convertible debentures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Nature of the Instrument</b>                                        | Secured, redeemable, non-convertible debentures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Mode of the Issue</b>                                               | Public Issue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Lead Managers</b>                                                   | Equirus Capital Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Debenture Trustee</b>                                               | Beacon Trusteeship Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Depositories</b>                                                    | NSDL and CDSL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Registrar</b>                                                       | KFIN Technologies Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Tranche II Issue Size</b>                                           | Public issue of secured redeemable NCDs of the Company of face value of ₹1,000 each aggregating up to ₹2,000 million, with an option to retain oversubscription up to ₹2,000 million, aggregating up to ₹4,000 million, on the terms and in the manner set forth herein.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Minimum Subscription</b>                                            | Minimum subscription is 75% of the Base Issue, i.e., ₹ 1,500 million                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Base Issue Size</b>                                                 | ₹ 2,000 million                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Option to Retain<br/>Oversubscription Amount</b>                    | Up to ₹ 2,000 million.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Interest type</b>                                                   | Fixed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Interest reset process</b>                                          | NA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Face Value</b>                                                      | ₹ 1,000 per NCD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Issue Price</b>                                                     | ₹ 1,000 per NCD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Minimum Application size and in<br/>multiples of NCD thereafter</b> | ₹ 10,000 (10NCD) and in multiple of ₹ 1,000 (1 NCD) thereafter.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Credit Ratings</b>                                                  | The NCDs proposed to be issued under this Tranche II Issue have been rated “CRISIL AA-/Negative (pronounced as CRISIL double A minus rating with Negative outlook)” for an amount of ₹ 10,000 million by CRISIL vide their rating letter dated October 22, 2021 and revalidated vide letter dated November 16, 2021 and further revalidated as on September 19, 2022 and “ACUITE AA-/ Negative (pronounced as ACUITE double A minus)” for an amount of ₹19,000 million by Acuite vide their rating letter dated October 20, 2021 and revalidated vide letter dated November 17, 2021 and further revalidated as on September 19, 2022.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Listing</b>                                                         | The NCDs are proposed to be listed on BSE. The NCDs shall be listed within six Working Days from the date of Issue Closure. BSE has been appointed as the Designated Stock Exchange.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Depository</b>                                                      | NSDL and CDSL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Issuance mode of the Instrument*</b>                                | In dematerialised form only                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Trading mode of the instrument*</b>                                 | In dematerialised form only                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Tranche II Issue opening date</b>                                   | Monday, October 3, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Tranche II Issue closing date**</b>                                 | Monday, October 17, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Issue Timing</b>                                                    | The Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in this above, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Company or the Debenture Fund Raising Committee, thereof, subject to relevant approvals. In the event of an early closure or extension of the Tranche II 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 and a regional daily with wide circulation where the registered office of the Company is located on or before such earlier or initial date of Tranche II Issue closure. On the Tranche II Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. on one Working Day post the Tranche II Issue Closing Date. |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Record date</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 15 (fifteen) days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under this Prospectus. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the stock exchange shall be considered as Record Date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed the Draft Shelf Prospectus and this Tranche II Prospectus %</b> | The principal amount of the NCDs to be issued in terms of the Shelf Prospectus and the Tranche II Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by way of exclusive charge in favour of the Debenture Trustee on an immovable property and/or future receivables of our Company, will be 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 at least 100% of the outstanding principal amounts of the NCDs and interest thereon is maintained at all time until the Maturity Date. We undertake that the assets on which the charge is proposed to be created are free from any encumbrances. For further details on date of creation of security/likely date of creation of security, minimum security cover etc., please refer to the "Terms of the Issue – Security" on page 236 of the Tranche II Prospectus. |

**Notes:**

- \* If there is any change in Coupon Rate pursuant to any event including elapse of certain time period, then such new Coupon Rate and events which lead to such change should be disclosed to the Stock Exchange.
- \* In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this public issue of the NCDs in dematerialized form. Trading in NCDs shall be compulsorily in dematerialized form..

## SPECIFIC TERMS FOR NCDs

| Series                                                                   | I                                    | II         | III       | IV*       | V          | VI        | VII       | VIII       | IX         | X          |
|--------------------------------------------------------------------------|--------------------------------------|------------|-----------|-----------|------------|-----------|-----------|------------|------------|------------|
| Frequency of Interest Payment                                            | Annual                               | Cumulative | Monthly   | Annual    | Cumulative | Monthly   | Annual    | Cumulative | Monthly    | Annual     |
| Minimum Application                                                      | ₹ 10,000 (10 NCDs) across all Series |            |           |           |            |           |           |            |            |            |
| Face Value/ Issue Price of NCDs (₹/ NCD)                                 | ₹1,000                               |            |           |           |            |           |           |            |            |            |
| In Multiples of thereafter (₹)                                           | ₹ 1,000 (1 NCD)                      |            |           |           |            |           |           |            |            |            |
| Tenor (in months)                                                        | 24                                   | 24         | 36        | 36        | 36         | 60        | 60        | 60         | 120        | 120        |
| Coupon (% per annum) for NCD Holders in Category I, II, III & IV         | 8.85%                                | NA         | 8.90%     | 9.25%     | NA         | 9.35%     | 9.75%     | NA         | 9.65%      | 10.10%     |
| Effective Yield (per annum) for NCD Holders in Category I, II, III & IV  | 8.84%                                | 8.85%      | 9.27%     | 9.24%     | 9.25%      | 9.75%     | 9.74%     | 9.75%      | 10.08%     | 10.09%     |
| Mode of Interest Payment                                                 | Through various mode available       |            |           |           |            |           |           |            |            |            |
| Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV | ₹1,000                               | ₹1,185.10  | ₹1,000    | ₹1,000    | ₹1,304.30  | ₹1,000    | ₹1,000    | ₹1,592.75  | ₹1,000     | ₹1,000     |
| Maturity / Redemption Date (Years from the Deemed Date of Allotment)     | 24 months                            | 24 months  | 36 months | 36 months | 36 months  | 60 months | 60 months | 60 months  | 120 months | 120 months |
| Put and Call Option                                                      | NA                                   | NA         | NA        | NA        | NA         | NA        | NA        | NA         | NA         | NA         |

\*The Company shall allocate and allot Series IV NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

- With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.
- With respect to Series where interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.
- Subject to applicable tax deducted at source, if any.
- Please refer to Annexure D of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational circular

All Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by Edelweiss Financial Services Limited , and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity

shareholder(s) of the Company as the case may be, on the Deemed Date of Allotment and applying in Series I, Series III, Series IV, Series VI, Series VII, Series IX and/or Series X shall be eligible for additional incentive of 0.20% p.a. provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for payment of respective coupons, in respect of Series I, Series III, Series IV, Series VI, Series VII, Series IX and/or Series X.

For all Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by Edelweiss Financial Services Limited, and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the Deemed Date of Allotment applying in Series II, Series V and/or VIII, the maturity amount at redemption along with the additional yield would be ₹ 1,189.50 per NCD, ₹ 1,311.45 per NCD and/or ₹ 1,607.30 per NCD respectively provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for redemption in respect of Series II, Series V and/or Series VIII.

The additional incentive will be maximum of 0.20% p.a. for all Category of Investors in the proposed Issue, who are also holders of NCD(s)/Bond(s) previously issued by Edelweiss Financial Services Limited and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the deemed date of allotment.

On any relevant Record Date, the Registrar and/or our Company shall determine the list of the Primary holder(s) of this Issue and identify such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders) and make the requisite payment of additional incentive.

The additional incentive will be given only on the NCDs allotted in this Issue i.e., to the Primary holder(s). In case if any NCD is bought/acquired from secondary market or from open market, additional incentive will not be paid on such bought/acquired NCD.

In case the Primary holder(s) sells/gifts/transfer any NCDs allotted in this Issue, additional incentive will not be paid on such sold/gifted/transferred NCD except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

| WHO CAN APPLY    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Categories       | Category I<br>Institutional Portion                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Category II<br>Non Institutional Investors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Category III<br>HNI                                                                                                                                                                                                                                               | Category IV<br>Retail                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Allocation Ratio | 10% of Overall Issue Size                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 10% of Overall Issue Size                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 40% of Overall Issue Size                                                                                                                                                                                                                                         | 40% of Overall Issue Size                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                  | <ul style="list-style-type: none"> <li>Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>Provident funds and pension funds each with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;</li> <li>Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;</li> <li>Resident Venture Capital Funds registered with SEBI;</li> <li>Insurance companies registered with the IRDAI;</li> <li>State industrial development corporations;</li> <li>Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>Insurance funds set up and managed by the Department of Posts, the Union of India;</li> <li>Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements;</li> <li>National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and</li> <li>Mutual funds registered with SEBI.</li> </ul> | <ul style="list-style-type: none"> <li>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;</li> <li>Co-operative banks and regional rural banks;</li> <li>Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;</li> <li>Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>Partnership firms in the name of the partners; and</li> <li>Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).</li> <li>Association of Persons; and</li> <li>Any other incorporated and/ or unincorporated body of persons.</li> </ul> | <ul style="list-style-type: none"> <li>High Net-worth Individual Investors - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue</li> </ul> | <ul style="list-style-type: none"> <li>Retail Individual Investors - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all options of NCDs in this Tranche II Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹500,000 in any of the bidding options in this Tranche II Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.</li> </ul> |

**Application forms will be available on [www.edelweisspartners.com](http://www.edelweisspartners.com)**

| Edelweiss – Financial Products Distribution Branch Location for submission of application Forms |                                                        |
|-------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| <b>West</b>                                                                                     | Mumbai – Fort, Borivali, Santacruz, Ghatkopar and Pune |
| <b>Gujarat</b>                                                                                  | Ahmedabad & Surat                                      |
| <b>North</b>                                                                                    | Delhi (CP) & Jaipur                                    |
| <b>South</b>                                                                                    | Hyderabad & Bangalore                                  |
| <b>East</b>                                                                                     | Kolkata                                                |

**Get in touch with us:**

## Disclaimer:

For further details refer to section titled "Issue Related Information" on page 229 of the Tranche II Prospectus dated September 26, 2022.

Allotment in the public issue of debt securities should be made on the basis of date of upload of each application into the electronic book of the stock exchange. However, on the date of oversubscription and thereafter, the allotments should be made to the applicants on proportionate basis.

The Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Company or the Debenture Fund Raising Committee, thereof, subject to relevant approvals. In the event of an early closure or extension of the Tranche II 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 and a regional daily at the place where the registered office of the Company is situated on or before such earlier or extended date of Tranche II Issue closure. Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Tranche II Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day after the Tranche II Issue Closing Date. For further details please refer to the chapter titled "Issue Related Information" on page 229 of the Tranche II Prospectus.

### DISCLAIMER

Edelweiss Financial Services Limited ("Company"), subject to market conditions, and other considerations, is proposing a public issue of secured redeemable nonconvertible debentures ("NCDs") and has filed a Shelf Prospectus dated November 24, 2021 and Tranche II Prospectus dated September 26, 2022 ("Tranche II Prospectus") (collectively, the "Prospectus") with the Registrar of Companies, Mumbai, Maharashtra ("RoC"), BSE Limited ("BSE") and Securities and Exchange Board of India ("SEBI"). The Prospectus is available on the website of the Company at <https://www.edelweissfin.com>, on the website of BSE at [www.bseindia.com](http://www.bseindia.com), on the website of the lead manager at [www.equirus.com](http://www.equirus.com) and on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). Investors proposing to participate in the Issue should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus, including the section titled "Risk Factors" and "Material Developments" beginning on page 17 and 170 respectively of the Tranche II Prospectus.

Capitalised terms not defined herein shall have the same meaning as assigned to such terms in the Tranche II Prospectus dated September 26, 2022.

DISCLAIMER: Investors proposing to participate in the Issue should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Shelf Prospectus and the Tranche II Prospectus (together "Prospectus"), including the sections titled "Risk Factors" and "Material Developments" beginning on page 17 and 170 respectively of the Tranche II Prospectus. The Issuer and the Lead Manager accept no responsibility for statements made otherwise than in the Prospectus or in the advertisement or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.

### ADDITIONAL INCENTIVE NOTE:

All Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by the Company, and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the Deemed Date of Allotment and applying in Series I, Series III, Series IV, Series VI, Series VII, Series IX and/or Series X shall be eligible for additional incentive of 0.20% p.a. provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for payment of respective coupons, in respect of Series I, Series III, Series IV, Series VI, Series VII, Series IX and/or Series X.

For all Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by the Company, and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the Deemed Date of Allotment applying in Series II, Series V and/or VIII, the maturity amount at redemption along with the additional yield would be ₹ 1,189.50 per NCD, ₹ 1,311.45 per NCD and/or ₹ 1,607.30 per NCD respectively provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for redemption in respect of Series II, Series V and/or Series VIII.

The additional incentive will be maximum of 0.20% p.a. for all Category of Investors in the proposed Issue, who are also holders of NCD(s)/Bond(s) previously issued by the Company, and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the deemed date of allotment.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in anyway be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

### DISCLAIMER CLAUSE OF CRISIL

A rating by CRISIL Ratings reflects CRISIL Ratings' 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. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. 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. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, [www.crisilratings.com](http://www.crisilratings.com). CRISIL Ratings or its associates may have other commercial transactions with the company/entity.

### DISCLAIMER STATEMENT OF ACUITÉ RATINGS & RESEARCH LIMITED

An Acuité 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. Acuité 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, Acuité, in particular, makes no representation or warranty, expressed or implied with respect to the adequacy, accuracy or completeness of the information relied upon. Acuité 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. Acuité 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 Acuité.

Disclaimer: Broking services offered by Edelweiss Broking Limited under SEBI Registration No.: INZ000005231 (Member of NSE, BSE, MCX and NCDEX). EBL CIN: U65100GJ2008PLC077462. Research services offered by Edelweiss Broking Ltd. under SEBI Registration No. INH000000172. Depository Participant SEBI Registration

No.: IN-DP-656-2021 with NSDL having DP ID: IN302201 & IN303719 and with CDSL having DP ID: 12032300. Investor grievance resolution team: 040-41151621; Email ID: [Helpdesk@edelweiss.in](mailto:Helpdesk@edelweiss.in) (for trading related) and [dpservice@edelweiss.in](mailto:dpservice@edelweiss.in) (for demat related). Name of the Compliance Officer for Trading & DP - Mr. Pranav Tanna, Email IDs: [complianceofficer.ebl@edelweissfin.com](mailto:complianceofficer.ebl@edelweissfin.com) / [ebl.dpc@edelweissfin.com](mailto:ebl.dpc@edelweissfin.com). Corporate Office: Edelweiss House, Off CST Road, Kalina, Mumbai - 400098; Tel. 18001023335/022-42722200/022-40094279. Registered Office: 2nd Floor, Office No. 201 to 203, Zodiac Plaza, Xavier College Road, Off C G Road, Ahmedabad, Gujarat - 380009. Contact: (079) 40019900 / 66629900.

The content is intended for use of EdelweissPartners only and should not be redistributed further. The content is not intended for end clients and soliciting business.

## For detailed disclaimer:

Broking services offered by Edelweiss Broking Limited under SEBI Registration No.: INZ000005231 (Member of NSE, BSE, MCX and NCDEX). EBL CIN: U65100GJ2008PLC077462. Research services offered by Edelweiss Broking Ltd. under SEBI Registration No. INH000000172. Depository Participant SEBI Registration No.: IN-DP-656-2021 with NSDL having DP ID: IN302201 & IN303719 and with CDSL having DP ID: 12032300. Investor grievance resolution team: 040-41151621; Email ID: [Helpdesk@edelweiss.in](mailto:Helpdesk@edelweiss.in) (for trading related) and [dpservice@edelweiss.in](mailto:dpservice@edelweiss.in) (for demat related). Name of the Compliance Officer for Trading & DP - Mr. Pranav Tanna, Email IDs: [complianceofficer.ebl@edelweissfin.com](mailto:complianceofficer.ebl@edelweissfin.com) / [ebl.dpc@edelweissfin.com](mailto:ebl.dpc@edelweissfin.com). Corporate Office: Edelweiss House, Off CST Road, Kalina, Mumbai - 400098; Tel. 18001023335/022-42722200/022-40094279. Registered Office: 2nd Floor, Office No. 201 to 203, Zodiac Plaza, Xavier College Road, Off C G Road, Ahmedabad, Gujarat - 380009. Contact: (079) 40019900 / 66629900.

Edelweiss Broking Ltd. acts in the capacity of distributor for Products such as OFS, Mutual Funds and NCD etc. Mutual Fund Investments are subject to market risks and all disputes with respect to the distribution activity, would not have access to Exchange investor redressal forum or Arbitration mechanism. Please read all scheme related documents carefully before investing. Investment in the securities involves risks, investor should consult his own advisors to determine the merits and risks of investment. Investment in securities market are subject to market risks, read all the related documents carefully before investing.

## Disclosures under the provisions of SEBI (Research Analysts) Regulations 2014 (Regulations):

Edelweiss Broking Limited ("EBL" or "Research Entity") is regulated by the Securities and Exchange Board of India ("SEBI") and is licensed to carry on the business of broking, depository services and related activities. The business of EBL and its associates are organized around five broad business groups – Credit including Housing and SME Finance, Commodities, Financial Markets, Asset Management and Life Insurance. There were no instances of non-compliance by EBL on any matter related to the capital markets, resulting in significant and material disciplinary action during the last three years. This research report has been prepared and distributed by Edelweiss Broking Limited ("Edelweiss") in the capacity of a Research Analyst as per Regulation 22(1) of SEBI (Research Analysts) Regulations 2014 having SEBI Registration No. INH000000172.

## Disclaimer:

This document is provided for assistance only and is not intended to be and must not alone be taken as the basis for an investment decision. The user assumes the entire risk of any use made of this information. Each recipient of this document should make such investigation as it deems necessary to arrive at an independent evaluation of an investment in the securities of companies referred to in this document (including the merits and risks involved), and should consult his own advisors to determine the merits and risks of such investment. The investment discussed or views expressed may not be suitable for all investors. The information contained herein is from publicly available data or other sources believed to be reliable, but we do not represent that it is accurate or complete and it should not be relied on as such. Edelweiss Web Services Ltd. (Edelweiss) or any of its affiliates/ group companies shall not be in any way responsible for any loss or damage that may arise to any person from any inadvertent error in the information. We and our affiliates, group companies, officers, directors, and employees may have long or short positions in the securities of company (ies) mentioned herein or have other potential conflict of interest with respect to any recommendation and related information and opinions. The views expressed in this document / article / interview reflect the personal views of the author and not that of Edelweiss. Past performance is not necessarily a guide to future performance. The data contained in this document is only indicative / illustrative.

Margin trading facility is offered subject to the provisions of SEBI Circular CIR/MRD/DP/54/2017 dated June 13, 2017 and the terms and conditions mentioned in rights and obligations issued by Edelweiss Broking Limited

This information is subject to change without any prior notice. Edelweiss reserves the right to make modifications and alterations to this statement as may be required from time to time. However, Edelweiss is under no obligation to update or keep the information current.

Investors should note that investment in securities involves a high degree of risk and for details relating to the same, see section titled Risk Factors of the Red Herring Prospectus. Before opening any attachments please check them for viruses and defects.

This service / information is strictly confidential and is being furnished to you solely for your information. This information should not be reproduced or redistributed or passed on directly or indirectly in any form to any other person or published, copied, in whole or in part, for any purpose unless otherwise expressly authorised. This service / information is not directed or intended for distribution to, or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject Edelweiss and affiliates/ group companies to any registration or licensing requirements within such jurisdiction. The distribution of this document in certain jurisdictions may be restricted by law, and persons in whose possession this document comes, should inform themselves about and observe, any such restrictions.

The data would be provided to the clients on an "as is" and "where-is" basis, without any warranty. Edelweiss or its subsidiaries and associated companies shall not be liable for any delay or any other interruption which may occur in providing the data due to any reason including network (Internet) reasons or snags in the system, breakdown of the system or any other equipment, server breakdown, maintenance shutdown, breakdown of communication services or inability of the Edelweiss or its subsidiaries and associated companies to provide the data. In no event shall the Edelweiss be liable for any damages, including without limitation direct or indirect, special, incidental, or consequential damages, losses or expenses arising in connection with the data provided by the Edelweiss or its subsidiaries and associated companies.

## Disclaimer for U.S. Persons:

Edelweiss Broking Ltd. (EBL) and Edelweiss are not a registered broker – dealer under the U.S. Securities Exchange Act of 1934, as amended (the "1934 act") and under applicable state laws in the United States. In addition EBL and Edelweiss are not registered investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act" and together with the 1934 Act, the "Acts"), and under applicable state laws in the United States. Accordingly, in the absence of specific exemption under the Acts, any brokerage and investment services provided by EBL and Edelweiss, including the products and services described herein are not available to or intended for U.S. persons.

This document does not constitute an offer or invitation to purchase or subscribe for any securities or solicitation of any investments or investment services and/or shall not be considered as an advertisement tool. "U.S. Persons" are generally defined as a natural person, residing in the United States or any entity organized or incorporated under the laws of the United States. US Citizens living abroad may also be deemed "US Persons" under certain rules.

## Disclaimer for U.K. Persons:

The contents of this document have not been approved by an authorized person within the meaning of the Financial Services and Markets Act 2000 ("FSMA").

In the United Kingdom, this document is being distributed only to and is directed only at (a) persons who have professional experience in matters relating to investments falling within Article 19(5) of the FSMA (Financial Promotion) Order 2005 (the "Order"); (b) persons falling within Article 49(2)(a) to (d) of the Order (including high net worth companies and unincorporated associations); and (c) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons").

This document must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on neither this document nor any of its contents. This document must not be distributed, published, reproduced or disclosed (in whole or in part) by recipients to any other person.

## Disclaimer for Canadian Persons:

Edelweiss Broking Ltd. (EBL) and Edelweiss are not a registered adviser or dealer under applicable Canadian securities laws nor has it obtained an exemption from the adviser and/or dealer registration requirements under such law. Accordingly, any brokerage and investment services provided by EBL and Edelweiss, including the products and services described herein are not available to or intended for Canadian persons.

This presentation and its respective contents do not constitute an offer or invitation to purchase or subscribe for any securities or solicitation of any investments or investment services