

**EDELWEISS FINANCIAL SERVICES LIMITED**

Edelweiss Financial Services Limited (the “Company” or “Issuer”) was incorporated at Mumbai on November 21, 1995 as a public limited company with the name ‘Edelweiss Capital Limited’ under the provisions of the Companies Act, 1956. Thereafter, a certificate of commencement of business was issued to our Company by the Registrar Of Companies Maharashtra, at Mumbai, (“RoC”), on January 16, 1996. Subsequently, the name of our Company was changed to ‘Edelweiss Financial Services Limited’ pursuant to a fresh certificate of incorporation issued by the RoC on August 1, 2011. For more information about our Company, please refer “General Information” and “History and Main Objects” on pages 53 and 162 of the Shelf Prospectus and pages 20 and 63 of this Tranche II Prospectus.

**Registered Office:** Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India; **Tel.:** +91 22 4009 4400;  
**Fax:** +91 22 4086 3610; **CIN:** L99999MH1995PLC094641; **PAN:** AAACE1461E; **Website:** www.edelweissfin.com; **Email:** efslncd@edelweissfin.com  
**Company Secretary and Compliance Officer:** Mr. Tarun Khurana; **Tel.:** +91 22 4009 4400; **Email:** efslncd@edelweissfin.com  
**Chief Financial Officer:** Ms. Ananya Suneja; **Tel.:** +91 22 4009 4400; **Email:** efslncd@edelweissfin.com

**PUBLIC ISSUE BY THE COMPANY OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs”) OR “DEBENTURES”) FOR AN AMOUNT OF ₹ 2000 MILLION (“BASE ISSUE SIZE) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 2000 MILLION AMOUNTING TO ₹ 4000 MILLION (“TRANCHE II ISSUE LIMIT”) (“TRANCHE II ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 10,000 MILLION AND IS BEING OFFERED BY WAY OF THIS TRANCHE II PROSPECTUS DATED MARCH 31, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE II ISSUE (“TRANCHE II PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 27, 2022 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”). THE SHELF PROSPECTUS AND TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS (“PROSPECTUS”). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.**

**OUR PROMOTERS**

(i) Mr. Rashesh Shah; Email: efslncd@edelweissfin.com; Tel: +91 22 4009 4400, (ii) Mr. Venkatchalam Ramaswamy; Email: efslncd@edelweissfin.com; Tel: +91 22 4009 4400, (iii) Ms. Vidya Shah; Email: efslncd@edelweissfin.com; Tel: +91 22 4009 4400, and (iv) Ms. Aparna T.C; Email: efslncd@edelweissfin.com; Tel: +91 22 4009 4400. For details of our Promoters, see “Our Promoter” on page 184 of the Shelf Prospectus.

**GENERAL RISKS**

For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the chapters “Risk Factors” on page 18 of the Shelf Prospectus and page 54 of this Tranche II Prospectus, before making an investment in such Issue. This Tranche II 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 exchange in India or do they guarantee the accuracy or adequacy of this document.

**COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS**

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount & Eligible Investors of the NCDs, please refer to the section titled “Issue Related Information” on page 133 of this Tranche II Prospectus.

**CREDIT RATING**

The NCDs proposed to be issued under the 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 December 02, 2022, revalidated vide their letter dated February 6, 2023, with rating rationale dated December 01, 2022, and “ACUTE AA-/ Negative (pronounced as ACUTE double A minus)” for an amount of ₹ 10,000 million by Acute vide their rating letter dated December 07, 2022, revalidated vide their letter dated February 13, 2023, with rating rationale dated December 07, 2022. The ratings given by the Credit Rating Agencies are valid as on the date of this Tranche II Prospectus and shall remain valid until the ratings are revised or withdrawn. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. These ratings are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. Please refer to Annexure A and Annexure B of this Tranche II Prospectus for the rating letter, rationale, revalidation and press release of the above rating.

**LISTING**

The NCDs offered through the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche II Prospectus are proposed to be listed on BSE Limited (“BSE”) and BSE shall be the Designated Stock Exchange. Our Company has received an ‘in-principle’ approval from BSE vide their letter no. DCS/BM/PI-BOND/017/22-23 dated December 20, 2022.

**PUBLIC COMMENTS**

The Draft Shelf Prospectus dated December 12, 2022 was filed with the BSE, pursuant to the provisions of the SEBI NCS Regulations and was kept open for public comments for a period of seven Working Days (i.e., until 5 p.m.) on December 19, 2022. No comments were received on the Draft Prospectus until 5p.m. on December 19, 2022.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE TO THE ISSUE
 <b>EQUIRUS CAPITAL PRIVATE LIMITED</b> 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013 <b>Tel.:</b> +91 22 4332 0736 <b>Fax:</b> +91 22 4332 0750 <b>Email:</b> efslncd@equirus.com <b>Website:</b> www.equirus.com <b>Contact person:</b> Malay Shah	 <b>KFIN TECHNOLOGIES LIMITED</b> Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana <b>Tel.:</b> +91 40 6716 2222 <b>Fax:</b> +91 40 2343 1551 <b>Email:</b> efsln2.ncdipo@kfintech.com <b>Website:</b> www.kfintech.com <b>Contact Person:</b> M Murali Krishna	 <b>BEACON TRUSTEESHIP LIMITED*</b> 4 C&D, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club Bandra (East), Mumbai 400 051 <b>Tel.:</b> +91 22 26558759 <b>Email:</b> compliance@beacontrustee.co.in <b>Website:</b> www.beacontrustee.co.in <b>Contact Person:</b> Kaustubh Kulkarni

CREDIT RATING AGENCY	STATUTORY AUDITOR
 <b>ACUTE RATINGS &amp; RESEARCH LIMITED</b> 708, Lodha Supremus, Lodha iThink Techno Campus, Kanjurmarg (East), Mumbai 400 042 <b>Tel.:</b> +91 22 4929 4000 <b>Email:</b> chitra.mohan@acuite.in <b>Website:</b> www.acuite.in <b>Contact Person:</b> Chitra Mohan	<b>CRISIL</b> Ratings <b>CRISIL Ratings Limited</b> CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400076 <b>Tel.:</b> +91 22 3342 3000 <b>Fax:</b> +91 22 4040 5800 <b>Email:</b> crisilratingsdesk@crisil.com <b>Website:</b> www.crisilratings.com <b>Contact Person:</b> Krishna Sitaraman
<b>S. R. BATLIBOI &amp; CO. LLP</b> 12th Floor, The Ruby 29 Senapati Bapat Marg Dadar (West), Mumbai 400 028 Maharashtra, India <b>Tel.:</b> +91 22 6819 8000 <b>Email:</b> srbc@srbc.in <b>Contact Person:</b> Shrawan Jalan	

**TRANCHE II ISSUE PROGRAMME\*\***
**TRANCHE II ISSUE OPENS ON: April 6, 2023**
**TRANCHE II ISSUE CLOSES ON: April 21, 2023**

\*Beacon Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated December 9, 2022 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue.

\*\*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 Tranche II Prospectus, except that the Tranche II Issue may close on such earlier date or extended date (subject to a maximum period of 10 days from the date of opening of Tranche II Issue) as may be decided by the Board of Directors of our Company or the Debenture Fund Raising Committee, thereof, subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Tranche II Issue, our 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 the 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 133 of this Tranche II Prospectus.

A copy of this Tranche II Prospectus shall be filed with the Registrar of Companies, Maharashtra at Mumbai in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please refer to the section titled “Material Contracts and Documents for Inspection” on page 196 of this Tranche II Prospectus.

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Tranche II Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning ascribed to such definitions and abbreviations set forth herein. References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies as amended, supplemented or re-enacted from time to time until the date of this Tranche II Prospectus, and any reference to a statutory provision shall include any subordinate legislation notified from time to time pursuant to such provision.*

*The words and expressions used in this Tranche II Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such words and expressions under the SEBI NCS Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations notified thereunder.*

#### General Terms

Term	Description
Associates	Associate would mean associates of our Company as at and for the relevant financial year/period as applicable.
“EFSL” or “Company” or “the Issuer”	Edelweiss Financial Services Limited, a public limited company incorporated under the Companies Act, 1956, and having its Registered Office at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India.
“we” or “us” or “our”	Unless the context otherwise requires, this refers to Edelweiss Financial Services Limited together with its Subsidiaries, Associates and Trusts for the relevant financial year/period as applicable.
Subsidiaries	Subsidiary would mean subsidiaries of our Company as at and for the relevant financial year/period as applicable. For the details of the subsidiaries of our Company, as on December 31, 2022, see “ <i>Material Developments - History and Main Objects</i> ” on page 63 of this Tranche II Prospectus.
Trusts	Trust would mean trusts of our Company as at and for the relevant financial year/period as applicable. For the details of the trusts of our Company, as on December 31, 2022, see “ <i>Material Developments - History and Main Objects</i> ” on page 63 of this Tranche II Prospectus.

#### Company Related Terms

Term	Description
Articles or Articles of Association or AOA	Articles of Association of our Company
Audit Committee	Audit committee of the Board of Directors
Auditors or Statutory Auditors	The current statutory auditors of our Company, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants
Board or Board of Directors or our Board or our Board of Directors	Board of Directors of our Company or any duly constituted committee thereof.
Corporate Social Responsibility Committee	Corporate Social Responsibility Committee of the Board of Directors
Committee	A committee constituted by the Board, from time to time.
Debenture Fund Raising Committee	Debenture Fund Raising Committee as constituted by the Board of Directors
Directors	Directors of the Company
Equity Shares	Equity shares of the Company of face value of ₹ 1 each
ESOPs	Employee stock options
H1 Fiscal 2023	Half year ended September 30, 2022
H1 2023 Unaudited Consolidated Financial Results	The unaudited consolidated financial information of the Company for the quarter ended September 30, 2022 and year to date April 1, 2022 to September 30, 2022 prepared by our Company in the manner and format required by the SEBI Listing Regulations

Term	Description
H1 2023 Unaudited Standalone Financial Results	The unaudited standalone financial information of the Company the quarter ended September 30, 2022 and year to date April 1, 2022 to September 30, 2022 prepared by our Company in the manner and format required by SEBI Listing Regulations
H1 2023 Unaudited Financial Results	H1 2023 Unaudited Consolidated Financial Results and H1 2023 Unaudited Standalone Financial Results
Independent Director(s)	The independent director(s) on our Board, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations
KMP / Key Managerial Personnel	Key managerial personnel of our Company as disclosed in the Shelf Prospectus and this Tranche II Prospectus and appointed in accordance with Key Managerial Personnel, as defined under Section 2(51) of the Companies Act, 2013.
LAP	Loan against property
“MoA” or “Memorandum” or “Memorandum of Association”	Memorandum of Association of our Company
Nomination and Remuneration Committee	Nomination and Remuneration Committee of the Board of Directors
Networth	As defined in Section 2(57) of the Companies Act, 2013, as follows:  <i>“Networth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.”</i>
Preference Shares	Preference Shares of the Company having face value of ₹5 each.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company pursuant to Regulation 2 (1) (pp) of the SEBI ICDR Regulations, 2018.
Promoters or our Promoter	The promoters of our Company are Mr. Rashesh Shah, Mr. Venkatchalam Ramaswamy, Ms. Vidya Shah and Ms. Aparna T.C.
Public Issue 1	Public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹2,000 million pursuant to the prospectus dated December 17, 2020.
Public Issue 2	Public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹4,000 million pursuant to the prospectus dated March 26, 2021.
Public Issue 3	Public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 4,000 million pursuant to the prospectus dated August 9, 2021.
Public Issue 4	Public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 5,000 million pursuant to the tranche I prospectus dated November 29, 2021.
Public Issue 5	Public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 4,000 million pursuant to the tranche II prospectus dated September 26, 2022.
Public Issue 6	Public issue of secured redeemable non-convertible debentures of face value ₹1,000 each aggregating to ₹ 4,000 million pursuant to the tranche I prospectus dated December 27, 2022.
Q3 2023 Unaudited Consolidated Financial Results	The unaudited consolidated financial information of the Company for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 prepared by our Company in the manner and format required by SEBI Listing Regulations
Q3 2023 Unaudited Standalone Financial Results	The unaudited standalone financial information of the Company for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 prepared by our Company in the manner and format required by SEBI Listing Regulations
Q3 2023 Unaudited Financial Results	Q3 2023 Unaudited Consolidated Financial Results and Q3 2023 Unaudited Standalone Financial Results
Reformatted Financial	Reformatted Consolidated Financial Information and Reformatted Standalone



<b>Term</b>	<b>Description</b>
Information	Financial Information.
Reformatted Consolidated Financial Information	<p>The reformatted consolidated statement of assets and liabilities as at March 31, 2022, March 31, 2021, March 31, 2020, the reformatted consolidated statement of profit and loss for the year ended 2022, 2021, 2020, the reformatted consolidated statement of cash flows for the year ended 2022, 2021, 2020, the reformatted consolidated statement of changes in equity for the year ended 2022, 2021 and 2020.</p> <p>Our audited consolidated financial statements as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 form the basis of such reformatted Consolidated Financial Information.</p>
Reformatted Standalone Financial Information	<p>The reformatted standalone statement of assets and liabilities of our Company as at March 31, 2022, March 31, 2021, March 31, 2020, the reformatted standalone statement of profit and loss for the year ended 2022, 2021, 2020, the reformatted standalone statement of cash flows for the year ended 2022, 2021, 2020, the reformatted standalone statement of changes in equity for the year ended 2022, 2021 and 2020.</p> <p>Our audited standalone financial statements as at and for the year ended March 31, 2022, March 31, 2021, and March 31, 2020 form the basis of such reformatted Standalone Financial Information.</p>
Registered Office	The registered office of our Company is situated at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India.
Risk Committee	Risk Committee of the Board of Directors.
RoC/ Registrar of Companies	Registrar of Companies, Maharashtra at Mumbai.
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	Stakeholders' Relationship Committee as constituted by the Board of Directors.
Total Borrowing(s)/ Total Debt	Debt securities plus borrowings (other than debt securities), subordinated liabilities and deposits.

#### **Issue Related Terms**

<b>Term</b>	<b>Description</b>
Abridged Prospectus	A memorandum containing the salient features of the Shelf Prospectus and this Tranche II Prospectus.
Acknowledgement Slip/ Transaction Registration Slip/ TRS	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Acuité/ Acuite	Acuité Ratings & Research Limited.
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees in accordance with the Basis of Allotment.
"Allotment", "Allot" or Allotted	Unless the context otherwise requires, the allotment of NCDs to the successful Applicants pursuant to the Tranche II Issue.
Allottee(s)	The successful Applicant to whom the NCDs are Allotted either in full or part, pursuant to the Tranche II Issue.
"Applicant" or "Investor"	Any person who applies for issuance and Allotment of NCDs through ASBA process or through UPI Mechanism pursuant to the terms of the Shelf Prospectus, this Tranche II Prospectus, the Abridged Prospectus and the Application Form.
"Application" or "ASBA Application"	An application (whether physical or electronic) to subscribe to the NCDs offered pursuant to the Tranche II Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account or to block the Application Amount using the UPI Mechanism, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by retail investors for an Application Amount of upto ₹ 500,000 which will be considered as the application for Allotment in terms of the Shelf Prospectus and this Tranche II Prospectus.

Term	Description
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for this Tranche II Issue.
Application Form / ASBA Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process or through the UPI Mechanism and which will be considered as the Application for Allotment of NCDs in terms of the Shelf Prospectus and this Tranche II Prospectus.
ASBA Account	An account maintained with a SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the Application Amount mentioned in the Application Form by an Applicant and will include a bank account of a retail individual investor linked with UPI, for retail individual investors submitting application value upto ₹ 500,000.
Banker(s) to the Issue	Collectively Public Issue Account Bank, Refund Bank and Sponsor Bank.
Base Issue Size	₹ 2,000 million
Basis of Allotment	The basis on which NCDs will be allotted to applicants under specified in this Tranche II Prospectus for Tranche II Issue and which is described in “ <i>Issue Procedure – Basis of Allotment</i> ” on page 192 of this Tranche II Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Broker Centres	Broker centres notified by the Stock Exchange where Applicants can submit the ASBA Forms (including ASBA Forms under UPI in case of UPI Investors) to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Trading Members are available on the websites of the Stock Exchange at <a href="http://www.bseindia.com">www.bseindia.com</a> .
CARE	CARE Ratings Limited
CARE Research Report	Industry report titled “ <i>Industrial Report on Financial Services</i> ” dated December 12 2022, prepared by CARE Advisory Research & Training Limited.
Category I (Institutional Investors)	<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>
Category II (Non Institutional Investors)	<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</li> </ul>

Term	Description
	<p>invest in the NCDs;</p> <ul style="list-style-type: none"> <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>
Category III (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 this Tranche II Issue.
Category IV (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.
CIBIL	TransUnion CIBIL Limited.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications in this Tranche II Issue, at the Designated CDP Locations in terms of the SEBI Operational Circular.
Consortium Agreement	Agreement dated March 28, 2023, between our Company, the Lead Manager and the Consortium Members.
Consortium Members	Equirus Securities Private Limited and Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Ltd)
Credit Rating Agencies	Acuité and CRISIL.
Debentures / NCDs	Secured Redeemable Non-Convertible Debentures of face value of ₹ 1,000 each.
Debenture Holder(s)/ NCD Holder(s)	The holders of the NCDs whose name appears in the database of the Depository and/or the register of NCD Holders (if any) maintained by our Company if required under applicable law.
Debenture Trust Deed	The trust deed to be entered between the Debenture Trustee and our Company which shall be executed in relation to the NCDs within the time limit prescribed by applicable statutory and/or regulatory requirements, including creation of appropriate security, in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 100% security cover for the NCDs and the interest due thereon issued pursuant to this Tranche II Issue. The contents of the Debenture Trust Deed shall be as prescribed by SEBI or any other applicable statutory/regulatory body from time to time.
Debenture Trustee/ Trustee	Trustees for the NCD holders in this case being Beacon Trusteeship Limited.
Debenture Trustee Agreement	Agreement dated December 9, 2022 entered into between the Debenture Trustee and the Company wherein the appointment of the Debenture Trustee, is agreed as between our Company and the Debenture Trustee.
Deemed Date of Allotment	The date on which the Board/or the Debenture Fund Raising Committee approves the Allotment of NCDs or such date as may be determined by the Board of Directors/or the Debenture Fund Raising Committee and notified to the Designated Stock Exchange. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment.
Demographic Details	The demographic details of the Applicants such as their respective addresses, email, PAN, investor status, MICR Code and bank account detail.
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or at such other websites as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange at <a href="http://www.bseindia.com">www.bseindia.com</a> .

Term	Description
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/or the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Shelf Prospectus and Tranche II Prospectus following which the NCDs will be Allotted in this Tranche II Issue.
Designated Intermediaries	Collectively, the Lead Manager, the Consortium Members, Trading Members, agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect Application Forms from the Applicants in this Tranche II Issue.
Designated RTA Locations	Such locations of the CRTAs where Applicants can submit the ASBA Forms to CRTAs, a list of which, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the website of the Stock Exchange.
Designated Stock Exchange	The designated stock exchange for this Tranche II Issue, being BSE Limited.
Direct Online Application	An online interface enabling direct applications through UPI by an app based/web interface, by investors to a public issue of debt securities with an online payment facility.
Draft Shelf Prospectus	The Draft Shelf Prospectus dated December 12, 2022 filed with the Designated Stock Exchange for receiving public comments and with, SEBI in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations.
Interest / Coupon Payment Date	Please see section titled “ <i>Issue Related Information</i> ” on page 133 of this Tranche II Prospectus.
Issue	Public issue by our Company of secured redeemable non-convertible debentures of face value of ₹1,000 each, aggregating up to ₹10,000 million (“ <b>Shelf Limit</b> ”). The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for relevant tranche issue (each a “ <b>Tranche Issue</b> ”), which should be read together with the Draft Shelf Prospectus and the Shelf Prospectus (collectively the “ <b>Offer Documents</b> ”).
Issue Agreement	The Issue Agreement dated December 12, 2022, entered between the Company and Equirus Capital Private Limited, the Lead Manager and the amendment to the Issue Agreement dated March 28, 2023.
Lead Manager	Equirus Capital Private Limited.
Market Lot	1 (One) NCD.
Members of the Syndicate	Members of the Syndicate includes Lead Manager and Syndicate Member(s).
Mobile App(s)	The mobile applications listed on the website of Stock Exchange as may be updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism.
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% (sixty percent) by NRIs including overseas trusts, in which not less than 60% (sixty percent) of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not permitted to invest in the Issue.
Offer Document	The Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus and Abridged Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed and other documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Manager, Public Issue Account and Sponsor Bank Agreement, Consortium Agreement other intermediaries for the purpose of the Issue including but not limited to the Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Registrar Agreement, the Agreement with the Lead Manager. For further details see the chapter titled “ <i>Material Contracts and Documents for Inspection</i> ” on page 326 of the Shelf Prospectus and page 196 of this Tranche II Prospectus.
Pledged Securities	Includes (i) eligible securities detailed in the Debenture Trust Deed and Securities Pledge Agreement; and (ii) any additional security that the Company may pledge in favour of the Debenture Trustee at its sole discretion for securing the Debentures.

Term	Description
Public Issue Account	A bank account to be opened with the Banker to this Tranche II Issue to receive monies from the ASBA Accounts on the Designated Date as specified for in this Tranche II Prospectus.
Public Issue Account and Sponsor Bank Agreement	Agreement dated March 28, 2023 entered into amongst our Company, the Registrar to the Issue, the Public Issue Account Bank, the Refund Bank and the Sponsor Bank and the Lead Manager for the appointment of the Sponsor Bank in accordance with the SEBI Operational Circular for collection of the Application Amounts from ASBA Accounts and where applicable, refunds of the amounts collected from the Applicants on the terms and conditions thereof.
Public Issue Account Bank	ICICI Bank Limited.
Record Date	<p>The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 (fifteen) days or such other day prior to the date on which interest is due and payable, and/or the date of redemption or such other date under this Tranche II Prospectus as may be determined by the Company in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.</p> <p>In case Record Date falls on a day when Stock Exchange are having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.</p>
Recovery Expense Fund	An amount which has been deposited by our Company with the Designated Stock Exchange, equal to 0.01% of the issue size, subject to a maximum of deposit of ₹25,00,000 at the time of making the application for listing of NCDs.
Redemption Amount	Please see the section titled “ <i>Issue Structure</i> ” on page 133 of this Tranche II Prospectus.
“Redemption Date” or “Maturity Date”	Please see the section titled “ <i>Issue Structure</i> ” on page 133 of this Tranche II Prospectus.
Refund Account	Account to be opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount
Refund Bank	ICICI Bank Limited
Register of NCD holders	The register of NCD holders maintained by the Depositories in case of NCDs held in dematerialised form, and/or the register of NCD holders maintained by the Registrar.
Registrar Agreement	Agreement dated December 12, 2022, entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulation, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Applications from Applicants.
Registrar to the Issue or Registrar	KFin Technologies Limited.
Resident Individual	An individual who is a person resident in India as defined in the FEMA.
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Application in the Issue.
Security	The principal amount of the NCDs to be issued in terms of the Shelf Prospectus and this Tranche II Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by way of an exclusive and/or pari passu charge in favor of the Debenture Trustee on the assets of the entities permissible under applicable law and/or the Company including loans and advances, receivables, investments, stock in trade, current & other assets and/or immovable property / fixed assets held by the entities permissible under applicable law and/or the Company, created in favour of the Debenture Trustee, and/or over the Pledged Securities in favour of the Debenture Trustee for the benefit of the Debenture holders, except those specifically and exclusively charged in favour of certain existing charge holders as specifically set out in and fully described in the Debenture Trust Deed and/or Securities Pledge Agreement, such that a security

Term	Description
	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 “ <i>Terms of the Issue – Security</i> ” on page 140 of this Tranche II Prospectus.
Securities Pledge Agreement	The pledge agreement to be entered inter alia between the Debenture Trustee, our Company, and pledgor which shall be executed in relation to the NCDs within the time limit prescribed by applicable statutory and/or regulatory requirements for creation of security, in favour of the Debenture Trustee for the NCD Holders to ensure 100% security cover for the NCDs and the interest due thereon issued pursuant to this Tranche II Issue.
“Self-Certified Syndicate Banks” or “SCSBs”	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Series/Option	Collectively the Series of NCDs being offered to the Applicants as stated in the section titled “ <i>Issue Structure</i> ” beginning on page 133 of this Tranche II Prospectus.
Shelf Prospectus	The Shelf Prospectus dated December 27, 2022 filed by our Company with the SEBI, BSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations.  The Shelf Prospectus shall be valid for a period as prescribed under section 31 of the Companies Act, 2013.
“Specified Cities” or “Specified Locations”	Bidding centres where the Members of the Syndicate shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Sponsor Bank	A Banker to the Issue, registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail individual investors into the UPI for retail individual investors applying through the app/web interface of the Stock Exchange(s) with a facility to block funds through UPI Mechanism for application value upto ₹ 500,000 and carry out any other responsibilities in terms of the UPI Mechanism Circular and as specified in this Tranche II Prospectus.
Stock Exchange	BSE
Syndicate ASBA	Applications through the Syndicate or the Designated Intermediaries.
Syndicate ASBA Application Locations	ASBA Applications through the Lead Manager, Consortium Members, the Trading Members of the Stock Exchange or the Designated Intermediaries.
Syndicate Bidding Centres	Syndicate Bidding Centres established for acceptance of Application Forms.
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised%20Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries</a> or at such other website as may be prescribed by SEBI from time to time.
Tenor	Please see “ <i>Issue Structure</i> ” on page 133 of this Tranche II Prospectus.
Trading Members	Intermediaries registered with the Consortium Members or a sub-broker under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 and/or with the Stock Exchange under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchange from time to time and duly registered with the Stock Exchange for collection and electronic upload of Application Forms on the electronic application platform provided by Stock Exchange.

<b>Term</b>	<b>Description</b>
Tranche I Prospectus	The Tranche I Prospectus dated December 27, 2022 along with corrigendum dated December 30, 2022 to the Tranche I Prospectus filed with RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations.
Tranche II Issue	Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“NCDs”) for an amount of ₹ 2,000 million (“Base Issue Size”) with an option to retain oversubscription up to ₹ 2,000 million amounting to up to ₹ 4,000 million. The Tranche II Issue is being made pursuant to the provisions of SEBI NCS Regulations, the Companies Act, 2013 and rules made thereunder as amended to the extent notified and the SEBI operational circular.
Tranche II Prospectus	This Tranche II Prospectus containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts, documents for inspection and other terms and conditions in respect of this Tranche II Issue.
Tranche II Issue Closing Date	April 21, 2023
Tranche II Issue Opening Date	April 6, 2023
Tranche II Issue Period	The period between this Tranche II Issue Opening Date and this Tranche II Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms.
Transaction Documents	Transaction documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus and the relevant Tranche Prospectus(es) read with any notices, corrigenda, addenda thereto, Issue Agreement, Registrar Agreement, Debenture Trustee Agreement, Debenture Trust Deed, Securities Pledge Agreement, Tripartite Agreements, Consortium Agreement, executed or to be executed by our Company, as the case may be. For further details please see the section titled, “Material Contracts and Documents for Inspection” on page 196 of this Tranche II Prospectus.
Tripartite Agreements	Tripartite Agreement dated December 17, 2020, entered into between our Company, the Registrar to the Issue and NSDL and Tripartite Agreement dated December 8, 2020 entered into between our Company, the Registrar to the Issue and CDSL for offering demat option to the NCD Holders.
“UPI” or “UPI Mechanism”	Unified Payments Interface mechanism in accordance with SEBI Operational Circular to block funds for application value up to ₹ 500,000 submitted through intermediaries, namely the Registered Stockbrokers, Consortium Members, Registrar and Transfer Agent and Depository Participants.
UPI ID	Identification created on the UPI for single-window mobile payment system developed by the National Payments Corporation of India.
“UPI Mandate Request” or “Mandate Request”	A request initiated by the Sponsor Bank on the Retail Individual Investor to authorize blocking of funds in the relevant ASBA Account through the UPI mobile app/web interface (using UPI Mechanism) equivalent to the bid amount and subsequent debit of funds in case of allotment.
Wilful Defaulter(s)	Wilful defaulter shall have the same meaning as under regulation (2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Working Days	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and bank holidays in Mumbai. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Saturdays, Sundays and bank holidays in Mumbai, as per the SEBI NCS Regulations, however, with reference to payment of interest/redemption amount of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai.

#### **Conventional and General Terms or Abbreviations**

Term/Abbreviation	Description/Full Form
“₹”, “Rupees”, “Indian Rupees” or “INR”	The lawful currency of the Republic of India
“US\$”, “USD”, and “U.S. Dollars”	The lawful currency of the United States of America
ACH	Automated Clearing House
AGM	Annual General Meeting
ALM	Asset Liability Management
ALM Guidelines	Guidelines for ALM system in relation to NBFCs
AMC	Asset Management Company
AS or Accounting Standards	Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended from time to time
ASBA	Application supported by blocked amounts
AUM	Assets Under Management
Bankruptcy Code	The Insolvency and Bankruptcy Code, 2016
BSE	BSE Limited
CAGR	Compounded annual growth rate over a specified period of time of a given value (the year-over-year growth rate)
CARE Research Report	Industry report titled “ <i>Industrial Report on Financial Services</i> ” dated December 2022, prepared by CARE Advisory Research & Training Limited.
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Companies Act/ Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
CPC	Code of Civil Procedure, 1908
CRAR	Capital to risk-weighted assets ratio means (Tier I Capital + Tier II Capital)/ Total Risk Weighted Assets *100
CrPC	Code of Criminal Procedure, 1973
CY	Calendar Year
Depositories	CDSL and NSDL
Depositories Act	Depositories Act, 1996
Depository(ies)	NSDL and /or CDSL
DIN	Director Identification Number
“DP” or “Depository Participant”	Depository Participant as defined under the Depositories Act, 1996
DT Circular	Circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 issued by SEBI on November 3, 2020, as amended from time to time
DRR	Debenture Redemption Reserve
EGM	Extraordinary General Meeting
EOW	Economic Offences Wing
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FEMA Regulations / FEMA20 (R)€	FEMA (Non-debt Instruments) Rules, 2019, as amended from time to time
FII	Foreign Institutional Investor(s)
FPI	Foreign Portfolio Investor as defined and registered under the SEBI (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
“Financial Year”, “Fiscal” or “FY” or “for the year ended”	Period of 12 months ended March 31 of that particular year
GDP	Gross Domestic Product
“Government”	Government of India
G-Sec	Government Securities



Term/Abbreviation	Description/Full Form
GST	Goods and Services Tax
HNI	High Net worth Individual
HFC	Housing Finance Company
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IEPF	Investor Education and Protection Fund
IFRS	International Financial Reporting Standards
“Income Tax Act” or “IT Act”	Income Tax Act, 1961
Ind AS	Indian Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 and notified by the Ind AS Rules
Ind AS Rules	Indian Accounting standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended from time to time
India	Republic of India
IPC	Indian Penal Code, 1860
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology
ITR	Income Tax Returns
KYC	Know Your Customer
LLP	Limited Liability Partnership
LLP Act	Limited Liability Partnership Act, 2008
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
MLD	Market Linked Debentures
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NHB	National Housing Bank
NHB Act	National Housing Bank Act, 1987
NAV	Net Asset Value
NBFC	Non-Banking Financial Company, as defined under Section 45-IA of the RBI Act
NEFT	National Electronic Fund Transfer
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PCR	Provisioning Coverage Ratio
PMLA	Prevention of Money Laundering Act, 2002
PP MLD	Principal Protected Market Linked Debentures
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RBI Master Directions	Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016
RERA	Real Estate Regulatory Authority
RERAD Act	Real Estate Regulation and Development Act, 2016
RTGS	Real Time Gross Settlement
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002
SBR Framework	RBI Scale based regulation circular dated October 22, 2021, as amended
SCRA	Securities Contracts Regulation Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended

<b>Term/Abbreviation</b>	<b>Description/Full Form</b>
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
SEBI NCS Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time and circulars issued thereunder
SEBI Operational Circular	SEBI circular no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, as amended from time to time.
Stage 1 Assets	Stage 1 Assets includes financial instruments that have not had a significant increase in credit risk (SICR) since initial recognition or that have low credit risk at the reporting date as defined under Ind AS
Stage 1 Provision	Stage 1 provision are 12-month ECL resulting from default events that are possible within 12 months after the reporting date as defined under Ind AS
Stage 2 Assets	Stage 2 Assets includes financial instruments that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment as defined under Ind AS
Stage 2 Provision	Stage 2 provision are lifetime ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
Stage 3 Assets	Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind AS
Stage 3 Provision	Stage 3 provision are lifetime ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
TDS	Tax Deducted at Source
Trademarks Act	Indian Trademarks Act, 1999

#### Technical and Industry Related Terms

<b>Term/Abbreviation</b>	<b>Description/Full Form</b>
MFI	Microfinance institutions
NPA	Non-Performing Assets
NBFC-D	NBFC registered as a deposit accepting NBFC
NBFC-MFI	An NBFC-MFI is defined as a non-deposit taking NBFC which extends loans to Micro Finance Sector
NBFC-ND	NBFC registered as a non-deposit accepting NBFC
NBFC-ND-SI	Systemically important Non-Deposit taking NBFC
NBFC-BL	Base Layer NBFC under SBR Framework
NBFC-ML	Middle Layer NBFC under SBR Framework
NBFC-UL	Upper Layer NBFC under SBR Framework
PPP	Purchasing Power Parity
Prudential Norms	Prudential norms as provided under Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
MSME	Micro, Small and Medium Enterprises
Tier I Capital	Tier I capital means, owned fund as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the owned fund and perpetual debt instruments issued by a non-deposit taking NBFC in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year
Tier II Capital	Tier-II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions and loss reserves to the extent these are not

Term/Abbreviation	Description/Full Form
	attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt; (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital, to the extent the aggregate does not exceed Tier-I capital

*Notwithstanding the foregoing, the terms defined as part of “General Information”, “Risk Factors” “Industry Overview”, “Regulations and Policies”, “Statement of Possible Tax Benefits”, “Summary of Key Provisions of Articles of Association”, “Financial Information” and “Other Regulatory and Statutory Disclosures” on pages 53, 18, 88, 188, 73, 316, 205 and 249 of the Shelf Prospectus, respectively and “General Information”, “Material Developments”, “Statement of Possible Tax Benefits”, “Financial Information” and “Other Regulatory and Statutory Disclosures”, on pages 20, 54, 41, 74 and 117 of Tranche II Prospectus, respectively, shall have the meaning ascribed to them as part of the aforementioned sections.*

## **CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION**

### **Certain Conventions**

In this Tranche II Prospectus, unless otherwise specified or the context otherwise indicates or implies the terms, all references to “Edelweiss Financial Services Limited” and “our Company” are to Edelweiss Financial Services Limited on a standalone basis, while all references to “we”, “us”, “our” are to Edelweiss Financial Services Limited together with its Subsidiaries. Unless stated otherwise, all references to page numbers in this Tranche II Prospectus are to the page numbers of this Tranche II Prospectus.

All references in this Tranche II Prospectus to “India” are to the Republic of India and its territories and possessions. All references to the “Government” or “State Government” are to Government of India, Central or State, as applicable.

### **Presentation of Financial Information**

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Tranche II Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31 of that calendar year.

In accordance with the Road Map for Ind AS implementation, issued by MCA, our Company is required to prepare its financial statements in accordance with Ind AS for periods beginning on or after April 1, 2018. For the purposes of disclosure in the Shelf Prospectus, we have prepared and presented our Reformatted Financial Information for the latest Fiscals (in this case, for Fiscal 2022, 2021, and 2020).

Accordingly, our Company’s audited standalone financial statements for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 and our Company’s audited consolidated financial statement for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 have been prepared in accordance with IndAS. Our audited standalone financial statements for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 and our Company’s audited consolidated financial statement for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 have been audited by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants.

The Reformatted Financial Information is included in the Shelf Prospectus and is referred to hereinafter as the “Reformatted Financial Information”. The examination reports on the Reformatted Financial Information are included in the Shelf Prospectus in the section titled “*Financial Information*” on page 205 of the Shelf Prospectus. Unless stated otherwise or unless the context requires otherwise, the financial data on standalone and consolidated basis as at and for the year ended March 31, 2022, March 31, 2021 and March 31 2020 used in this Tranche II Prospectus is derived from our Reformatted Financial Information.

The H1 2023 Unaudited Standalone Financial Results and H1 2023 Unaudited Consolidated Financial Results of our Company have been prepared in accordance with recognition and measurement principles laid down in the aforesaid Ind AS 34 “Interim Financial Reporting” prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there-under and other accounting principles generally accepted in India and Regulation 33 and 52 of the SEBI Listing Regulations. The limited review reports on the H1 2023 Unaudited Standalone Financial Results and H1 2023 Unaudited Consolidated Financial Results have been issued by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants. For further details refer section titled “*Financial Information*” on page 205 of the Shelf Prospectus.

Additionally, unless stated otherwise or unless the context requires otherwise, the financial data on standalone and consolidated basis as at and for the quarter ended September 30, 2022 and year to date April 1, 2022 to September 30, 2022 used in this Tranche II Prospectus, is derived from our Company’s H1 2023 Unaudited Standalone Financial Results and H1 2023 Unaudited Consolidated Financial Results.

Further, H1 2023 Unaudited Standalone Financial Results and H1 2023 Unaudited Consolidated Financial Results are not indicative of full year results and are not comparable with annual financial information. Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

The Q3 2023 Unaudited Standalone Financial Results of our Company have been prepared in accordance with recognition and measurement principles laid down in the aforesaid Ind AS 34 “Interim Financial Reporting” prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there-under and other accounting principles generally accepted in India and Regulation 33 and 52 of the SEBI Listing Regulations. The limited review report on the Q3 2023 Unaudited Standalone Financial Results have been issued by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants. For further details refer section titled “*Financial Information*” on page 74 of this Tranche II Prospectus.

The Q3 2023 Unaudited Consolidated Financial Results of our Company have been prepared in accordance with recognition and measurement principles laid down in the aforesaid Ind AS 34 “Interim Financial Reporting” prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there-under and other accounting principles generally accepted in India and Regulation 33 of the SEBI Listing Regulations. The limited review report on the Q3 2023 Unaudited Consolidated Financial Results have been issued by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants. For further details refer section titled “*Financial Information*” on page 74 of this Tranche II Prospectus.

Additionally, unless stated otherwise or unless the context requires otherwise, the financial data on standalone and consolidated basis as at and for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 used in this Tranche II Prospectus, is derived from our Company’s Q3 2023 Unaudited Standalone Financial Results and Q3 2023 Unaudited Consolidated Financial Results.

Unless stated otherwise and unless the context requires otherwise, the financial data used in this Tranche II Prospectus is on a consolidated basis.

Further, Q3 2023 Unaudited Standalone Financial Results and Q3 2023 Unaudited Consolidated Financial Results are not indicative of full year results and are not comparable with annual financial information. Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

Unless stated otherwise, macroeconomic and industry data used throughout this Tranche II Prospectus has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Issuer believes that industry data used this Tranche II Prospectus is reliable, it has not been independently verified. Further, the extent to which the market and industry data presented in this Tranche II Prospectus is meaningful depends on the readers’ familiarity with and understanding of methodologies used in compiling such data.

### **Currency and Unit of Presentation**

In this Tranche II Prospectus, all references to ‘Rupees’/‘₹’/‘INR’/ ‘₹’ are to Indian Rupees, the official currency of the Republic of India.

Except where stated otherwise in this Tranche II Prospectus, all figures have been expressed in ‘in millions’. All references to ‘million/million/mn.’ Refer to one million, which is equivalent to ‘ten lakhs’ or ‘ten lacs’, the word ‘lakhs/lacs/lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million’ and ‘billion/bn./billions’ means ‘one hundred crores’.

Certain figures contained in this Tranche II Prospectus, including financial information, have been subject to rounding adjustments. Unless set out otherwise, all figures in decimals, including percentage figures, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this Tranche II Prospectus. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across

the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

### **Industry and Market Data**

Any industry and market data used in the Shelf Prospectus and this Tranche II Prospectus consists of estimates based on data reports compiled by Government bodies, professional organizations and analysts, data from other external sources including CARE, available in public domain and knowledge of the markets in which we compete. These publications generally state that the information contained therein has been obtained from publicly available documents from various sources believed to be reliable, but it has not been independently verified by us, its accuracy and completeness is not guaranteed and its reliability cannot be assured. Although we believe that the industry and market data used in the Shelf Prospectus and this Tranche II Prospectus is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for purposes of presentation. Data from these sources may not be comparable. The extent to which the industry and market data presented in the Shelf Prospectus and this Tranche II Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

### **General Risk**

Investment in NCDs involve a degree of risk and investors should not invest any funds in NCDs 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 examination of the Issue including the risks involved in it.

Specific attention of investors is invited to statement of risk factors contained under section "*Risk Factors*" on page 18 of the Shelf Prospectus and page 54 of this Tranche II Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the NCDs or Investor's decision to purchase such securities.

## FORWARD LOOKING STATEMENTS

Certain statements contained in this Tranche II Prospectus that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek”, “should”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Tranche II Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- We operate in an increasingly competitive financial services industry, which creates significant pricing pressures and may adversely affect our net interest margins, income and market share;
- Performance of the financial and capital markets in India and globally;
- We are involved in certain legal and other proceedings which, if determined against us, could have a material adverse impact on our financial condition;
- The outcome of any legal or regulatory proceedings we are or may become a party to;
- Changes in Indian and/or foreign laws and regulations, including tax, accounting, banking, securities, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations;
- Our inability to successfully diversify our portfolio;
- Any disruption in our sources of funding;
- Our inability to obtain or maintain statutory or regulatory approvals and licenses for conducting our business;
- Our reliance on Indian exchanges for a significant portion of our investment banking, wealth management and securities business;
- Performance of the Indian debt and equity markets;
- Occurrence of natural calamities, pandemics, or natural disasters affecting the areas in which our Company has operations; and
- Any increase in the levels of non-performing assets (“NPA”) on our loan portfolio, for any reason; whatsoever, would adversely affect our business and results of operations.

For further discussion of factors that could cause our actual results to differ, see “*Risk Factors*” on page 18 of the Shelf Prospectus and page 54 of this Tranche II Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections titled, “*Our Business*” and “*Issue Related Information*” on pages 138 and 265 of the Shelf Prospectus, and “*Material Developments - Our Business*” and “*Issue Related Information*” on pages 59 and 133 of this Tranche II Prospectus. The forward-looking statements contained in this Tranche II Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, our Company’s actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors, its KMPs and officers, nor any of their respective affiliates or associates or the Lead Manager have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI NCS Regulations, our Company and Lead Manager will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – INTRODUCTION

### GENERAL INFORMATION

Our Company was incorporated in Mumbai as ‘Edelweiss Capital Limited’ on November 21, 1995 under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the RoC. Thereafter, our Company was issued a certificate of commencement of business by the RoC, on January 16, 1996. Subsequently, the name of our Company was changed to ‘Edelweiss Financial Services Limited’ pursuant to a fresh certificate of incorporation issued by the RoC on August 1, 2011. The registered office of our Company is situated at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098, Maharashtra, India and our CIN is L99999MH1995PLC094641.

For details of the business of our Company, see “*Our Business*” beginning on page 138 of the Shelf Prospectus and “*Material Developments – Our Business*” page 59 of this Tranche II Prospectus.

#### **Registration:**

CIN: L99999MH1995PLC094641  
LEI: 335800GA1YN8NAGS8V55

Permanent Account Number: AAACE1461E

#### **Registered Office:**

Edelweiss Financial Services Limited  
Edelweiss House, Off C.S.T. Road,  
Kalina, Mumbai 400 098,  
Maharashtra, India  
**Tel:** +91 22 4009 4400  
**Fax:** +91 22 4086 3610  
**Website:** www.edelweissfin.com  
**Email:** efslncd@edelweissfin.com

For further details regarding changes to our Registered Office, see “*History and Main Objects*” beginning on page 162 of the Shelf Prospectus.

Registrar of Companies, Maharashtra at Mumbai  
100, Everest House  
Marine Lines, Mumbai 400 002  
Maharashtra, India

#### **Chief Financial Officer:**

Ms. Ananya Suneja  
Edelweiss House, Off C.S.T. Road,  
Kalina, Mumbai 400 098,  
Maharashtra, India  
**Tel:** +91 22 4009 4400  
**Fax:** +91 22 4086 3610  
**Email:** efslncd@edelweissfin.com

#### **Company Secretary and Compliance Officer:**

Mr. Tarun Khurana  
Company Secretary and Compliance Officer  
Edelweiss House, Off C.S.T. Road  
Kalina, Mumbai 400 098  
Maharashtra, India  
**Tel:** +91 22 4009 4400  
**Fax:** +91 22 4086 3610  
**Email:** efslncd@edelweissfin.com



Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer/Registrar in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refunds, non-receipt of debentures certificates (in case of NCDs which have been re-materialised), transfers, etc. as the case may be.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, Permanent Account Number, number of NCDs applied for, Series of NCDs applied for, amount paid on application, Depository Participant name and client identification number, and the collection centre of the Members of the Consortium where the Application was submitted and ASBA Account number (for Bidders other than Retail Individual Investors bidding through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of Retail Individual Investors bidding through the UPI mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, series applied for, number of NCDs applied for, amount blocked on Application.

All grievances related to the UPI process may be addressed to the Stock Exchange, which shall be responsible for addressing investor grievances arising from applications submitted online through the App based/ web interface platform of stock exchange or through their Trading Members. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchange Mechanism or through Trading Members of the Stock Exchange may be addressed directly to the relevant Stock Exchange.

#### **Lead Manager**



#### **Equirus Capital Private Limited**

12<sup>th</sup> Floor, C Wing, Marathon Futurex

N.M. Joshi Marg, Lower Parel

Mumbai 400 013

**Tel:** +91 (22) 4332 0736

**Fax:** +91 (22) 4332 0750

**Email:** [efsl.ncd@equirus.com](mailto:efsl.ncd@equirus.com)

**Investor Grievance Email:** [investorsgrievance@equirus.com](mailto:investorsgrievance@equirus.com)

**Website:** [www.equirus.com](http://www.equirus.com)

**Contact person:** Malay Shah

**Compliance Officer:** Parth Pankhaniya

**SEBI Registration Number:** INM000011286

**CIN:** U65910MH2007PTC172599

#### **Banker to the Company**



#### **ICICI Bank Limited**

ICICI Bank Limited, ICICI Bank Towers,

Bandra Kurla Complex

Bandra, Mumbai

Telephone: +91 22-26537441

Fax: +91 22 26531122

Email: [Bhushan.pande@icicibank.com](mailto:Bhushan.pande@icicibank.com)

Website: <https://www.icicibank.com>

## Debenture Trustee



### **Beacon Trusteeship Limited**

4 C&D, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (East), Mumbai 400 051

**Tel:** +91 22 2655 8759

**Email:** [compliance@beacontrustee.co.in](mailto:compliance@beacontrustee.co.in)

**Website:** [www.beacontrustee.co.in](http://www.beacontrustee.co.in)

**Contact Person:** Kaustubh Kulkarni

**SEBI Registration No:** IND000000569

**CIN:** U74999MH2015PLC271288

Beacon Trusteeship Limited has, pursuant to regulation 8 of SEBI NCS Regulations, by its letter dated December 9, 2022 given its consent for its appointment as Debenture Trustee. A copy of letter from Beacon Trusteeship Limited conveying their consent to act as trustees for the Debenture holders is annexed as *Annexure C*.

All the rights and remedies of the Debenture Holders under this Tranche II Issue shall vest in and shall be exercised by the appointed Debenture Trustee for the Issue without having it referred to the Debenture Holders. All investors under this Tranche II Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Tranche II Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case maybe, shall, from the time of making such payment, completely and irrevocably discharge our Company from any liability to the Debenture Holders to that extent. For details on the terms of the Debenture Trust Deed, please see “*Issue Related Information*” on page 133 of this Tranche II Prospectus.

## Consortium Members to this Tranche II Issue



### **Equirus Securities Private Limited**

Marathon Futurex,

21<sup>st</sup> Floor, A Wing,

N.M. Joshi Marg, Lower Parel

Mumbai 400 013

**Tel:** +91 (22) 4332 0600

**Fax:** +91 (22) 4332 0601

**Email:** [equirus\\_compliance@equirus.com](mailto:equirus_compliance@equirus.com)

**Investor Grievance Email:** [admin\\_equities@equirus.com](mailto:admin_equities@equirus.com)

**Website:** [www.equirus.com](http://www.equirus.com)

**Contact person:** Shital Tamrakar

**SEBI Registration Number:** INZ000251536



### **Nuvama Wealth And Investment Limited (Formerly known as Edelweiss Broking Limited)**

2nd Floor, Office no. 201-203,

Zodiac Plaza, Xavier College Road,

Off CG Road, Ahmedabad 380009

**Tel:** +91 22 4032 4500

**Fax:** N.A.

**Email:** [amit.dalvi@nuvama.com](mailto:amit.dalvi@nuvama.com)/[prakash.boricha@nuvama.com](mailto:prakash.boricha@nuvama.com)

**Investor Grievance E-mail:** [helpdesk@edelweiss.in](mailto:helpdesk@edelweiss.in)

**Website:** [www.edelweissfin.com](http://www.edelweissfin.com)

**Contact Person:** Amit Dalvi/ Prakash Boricha

**SEBI Registration No:** INZ000005231

**Public Issue Account Bank, Sponsor Bank and Refund Bank to this Tranche II Issue**



**ICICI Bank Limited**

Capital Market Division, 5th Floor,

163, HT Parekh Marg

Backbay Reclamation, Churchgate,

Mumbai – 400020

**Tel:** 022-68052185

**E-mail:** [sagar.welekar@icicibank.com](mailto:sagar.welekar@icicibank.com)/[ipocmg@icicibank.com](mailto:ipocmg@icicibank.com)

**Website:** [www.icicibank.com](http://www.icicibank.com)

**Contact Person:** Mr. Sagar Welekar

**SEBI Registration Number:** INBI00000004

**Registrar to this Tranche II Issue**



**KFin Technologies Limited**

Selenium Tower-B,

Plot 31 & 32, Gachibowli,

Financial District, Nanakramguda,

Serilingampally, Hyderabad - 500 032, Telangana

**Tel:** +91 40 6716 2222

**Fax:** +91 40 2343 1551

**Email:** [efsl2.ncdipo@kfintech.com](mailto:efsl2.ncdipo@kfintech.com)

**Investor Grievance Email:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Website:** [www.kfintech.com](http://www.kfintech.com)

**Contact Person:** M Murali Krishna

**Compliance Officer:** Anshul Kumar Jain

**SEBI Registration Number:** INR000000221

**CIN:** L72400TG2017PLC117649

KFin Technologies Limited, has by its letters dated December 6, 2022 and March 8, 2023, given its consent for its appointment as Registrar to the Issue and for its name to be included in the Shelf Prospectus and this Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche II Issue.

**Statutory Auditor**

**S. R. Batliboi & Co. LLP**

12<sup>th</sup> Floor, The Ruby

29 Senapati Bapat Marg

Dadar (West), Mumbai 400 028

Maharashtra, India

**Tel:** + 91 22 6819 8000

**Email:** [srb@srbc.in](mailto:srb@srbc.in)

**Firm Registration Number:** 301003E/E300005

**Contact Person:** Shrawan Jalan

Appointment of S. R. Batliboi & Co. LLP. has been approved by the Board of Directors of our Company on May 23, 2018 and by the members of our Company at the annual general meeting held on July 26, 2018.

**Credit Rating Agency**



**Acuite Ratings & Research Limited**

708, Lodha Supremus,  
Lodha iThink Techno Campus,  
Kanjurmarg (East), Mumbai 400 042  
**Tel:** + 91 22 4929 4000  
**Email:** chitra.mohan@acuite.in  
**Investor Grievance ID:** chitra.mohan@acuite.in  
**Website:** www.acuite.in  
**Contact Person:** Ms. Chitra Mohan  
Compliance Officer: Ms. Chitra Mohan  
**SEBI Registration No:** IN/CRA/006/2011  
**CIN:** U74999MH2005PLC155683

## **CRISIL**

Ratings

**CRISIL Ratings Limited**  
CRISIL House,  
Central Avenue, Hiranandani Business Park,  
Powai, Mumbai 400076  
**Tel:** + 91 22 3342 3000  
**Fax:** +91 22 4040 5800  
**Email:** crisilratingdesk@crisil.com  
**Website:** www.crisilratings.com  
**Contact Person:** Krishna Sitaraman  
**SEBI Registration No:** IN/CRA/001/1999  
**CIN:** U67100MH2019PLC326247

### **Credit Rating and Rationale**

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 December 02, 2022, revalidated *vide* their letter dated February 6, 2023, with rating rationale dated December 01, 2022 and “ACUITE AA-/ Negative (pronounced as ACUITE double A minus)” for an amount of ₹ 10,000 million by Acuité *vide* their rating letter dated December 07, 2022, revalidated *vide* their letter dated February 13, 2023, with rating rationale dated December 07, 2022. The ratings given by the Credit Rating Agencies are valid as on the date of this Tranche II Prospectus and shall remain valid until the ratings are revised or withdrawn. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. These ratings are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. Please refer to Annexure A and Annexure B of this Tranche II Prospectus for the rating letter, rationale, revalidation and press release of the above rating.

### **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) for the latest information on any instrument rated by Acuité, Acuité's rating scale and its definitions.

### **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 CARE**

The report is prepared by CARE Advisory Research & Training Limited ("CART"). CART has taken utmost care to ensure accuracy and objectivity while developing the report based on information available in cart's proprietary database, and other sources considered by cart as accurate and reliable including the information in public domain. The views and opinions expressed herein do not constitute the opinion of cart to buy or invest in this industry, sector or companies operating in this sector or industry and is also not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever.

The report has to be seen in its entirety; the selective review of portions of the report may lead to inaccurate assessments. all forecasts in the report are based on assumptions considered to be reasonable by cart; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could be different from the projections.

Nothing contained in the report is capable or intended to create any legally binding obligations on the sender or cart which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. cart is also not responsible for any errors in transmission and specifically states that it, or its directors, employees, parent company – Care Ratings Ltd., or its directors, employees do not have any financial liabilities whatsoever to the subscribers/users of the report. the subscriber/user assumes the entire risk of any use made of the report or data herein. this report is for the information of the authorised recipient in India only and any reproduction of the report or part of it would require explicit written prior approval of cart.

CART shall reveal the report to the extent necessary and called for by appropriate regulatory agencies, viz., SEBI, RBI, government authorities, etc., if it is required to do so. By accepting a copy of the report, the recipient accepts the terms of this disclaimer, which forms an integral part of the report.

### **Legal Counsel to the Issue**



**IndusLaw**  
1502H, 15th Floor,  
Tower –1C, “One World Centre”,  
Senapati Bapat Marg Mumbai 400 013  
Maharashtra, India  
**Tel:** 91 22 4920 7200

### **Impersonation**

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-Section (1) of Section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Section 38(1) of the Companies Act, 2013 provides that:

*“Any person who —*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 0.10 crore or 1.00% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 0.10 crore or 1.00% of the turnover of our Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 0.50 crore or with both.

### **Underwriting**

This Tranche II Issue is not underwritten.

### **Arrangers to the Issue**

There are no arrangers to this Tranche II Issue.

### **Guarantor to the Issue**

There are no guarantors to this Tranche II Issue.

### **Minimum subscription**

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of Base Issue Size, prior to this Tranche II Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 Working Days from this Tranche II Issue Closing Date or such time as may be specified by SEBI provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 Working Days from this Tranche II Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including in the SEBI Operational Circular.

### **Designated Intermediaries**

#### **Self-Certified Syndicate Bank**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link.

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the Members of the Syndicate is available on the website of SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

## Syndicate SCSB Branches

In relation to Applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the Members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

## Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit the Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## CRTAs / CDPs

The list of the CRTAs and CDPs, eligible to accept Applications in this Tranche II Issue, including details such as postal address, telephone number and email address, are provided on the website of BSE for CRTAs and CDPs, as updated from time to time.

## Utilisation of Issue proceeds

For details on utilisation of Issue proceeds see, “*Objects of the Issue*” and “*Other Regulatory and Statutory Disclosures*” beginning on pages 38 and 117 respectively.

## Issue Program\*

<b>TRANCHE II ISSUE OPENS ON</b>	April 6, 2023
<b>TRANCHE II ISSUE CLOSES ON</b>	April 21, 2023
<b>PAY IN DATE</b>	Application Date. The entire Application Amount is payable on Application
<b>DEEMED DATE OF ALLOTMENT</b>	The date on which the Board of Directors/or the Debenture Fund Raising Committee approves the Allotment of the NCD for the Tranche II Issue or such date as may be determined by the Board of Directors/ or the Debenture Fund Raising Committee to the Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.

*\*This 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 this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Debenture Fund Raising Committee, subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche II Issue, our 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 on or before such earlier or initial date of Tranche II Issue closure. On this 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.*

*Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m.(Indian Standard Time) (“**Bidding Period**”) or such extended time as may be permitted by the Stock Exchange, during this Tranche II Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday) (a) by the*

*Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs. On this 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 the Stock Exchange. It is clarified that the Applications not uploaded on the Stock Exchange(s) Platform would be rejected. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day after this Tranche II Issue Closing Date*

*Due to limitation of time available for uploading the Applications on this Tranche II Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to this Tranche II Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on this Tranche II Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on this Tranche II Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under this Tranche II Issue. Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under this Tranche II Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.*



## CAPITAL STRUCTURE

### Details of share capital

The share capital of our Company as on December 31, 2022 is set forth below:

Share Capital	(in ₹)
<b>AUTHORISED SHARE CAPITAL</b>	
12,300,00,000 Equity Shares of ₹ 1 each	1,230,000,000
4,000,000 Preference Shares of ₹ 5 each	20,000,000
Total Authorised Share Capital	1,250,000,000
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
94,31,01,215 Equity Shares of ₹ 1 each fully paid up	94,31,01,215

*Note: Securities Premium account as of December 31, 2022 was ₹ 30,670.59 million*

*Note: There will be no change in the capital structure and securities premium account due to the issue and allotment of the NCDs.*

### Details of change in authorised share capital of our company as on December 31, 2022, for last three years:

There have been no changes in authorized share capital of our Company in the last three years preceding December 31, 2022.

### Issue of Equity Shares for consideration other than cash

Our Company has not issued any Equity Shares in the three years prior to the date of this Tranche II Prospectus for consideration other than cash.

### Changes in the Equity Share capital of our Company in the three years preceding December 31, 2022:

Date of allotment	Nature of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Consideration	Cumulative no. of Shares	Cumulative Equity Share Capital (₹)	Cumulative Equity Share Premium (in ₹)
July 16, 2019	Allotment pursuant to ESOP scheme	2,950	1	30.00	Cash	93,30,68,989	93,30,68,989	31,27,75,61,911.45
		3,850		30.45		93,30,72,839	93,30,72,839	31,27,76,75,293.95
		2,150		34.60		93,30,74,989	93,30,74,989	31,27,77,47,533.95
		2,500		55.10		93,30,77,489	93,30,77,489	31,27,78,82,783.95
		1,18,375		57.10		93,31,95,864	93,31,95,864	31,28,45,23,621.45
		47,500		59.05		93,32,43,364	93,32,43,364	31,28,72,80,996.45
		18,750		65.15		93,32,62,114	93,32,62,114	31,28,84,83,808.95
		10,000		189.85		93,32,72,114	93,32,72,114	31,29,03,72,308.95
August 21, 2019	Allotment pursuant to ESOP scheme	55,000	1	30.00	Cash	93,33,27,114	93,33,27,114	31,29,19,67,308.95
		37,550		30.45		93,33,64,664	93,33,64,664	31,29,30,73,156.45
		9,875		34.60		93,33,74,539	93,33,74,539	31,29,34,04,956.45
		10,000		37.30		93,33,84,539	93,33,84,539	31,29,37,67,956.45
		45,125		57.10		93,34,29,664	93,34,29,664	31,29,62,99,468.95
		27,625		59.05		93,34,57,289	93,34,57,289	31,29,79,03,100.20
		9,500		65.15		93,34,66,789	93,34,66,789	31,29,85,12,525.20
		18,250		70.05		93,34,85,039	93,34,85,039	31,29,97,72,687.70
September 23, 2019	Allotment pursuant to ESOP scheme	2,500	1	30.00	Cash	93,34,87,539	93,34,87,539	31,29,98,45,187.70
		1,17,475		30.45		93,36,05,014	93,36,05,014	31,30,33,04,826.45
		2,500		30.60		93,36,07,514	93,36,07,514	31,30,33,78,826.45
		64,950		34.60		93,36,72,464	93,36,72,464	31,30,55,61,146.45
		15,000		37.30		93,36,87,464	93,36,87,464	31,30,61,05,646.45
		72,875		57.10		93,37,60,339	93,37,60,339	31,31,01,93,933.95
		24,375		59.05		93,37,84,714	93,37,84,714	31,31,16,08,902.70
		8,000		65.15		93,37,92,714	93,37,92,714	31,31,21,22,102.70
		3,900	1	30.45	Cash	93,37,96,614	93,37,96,614	31,31,22,36,957.70

Date of allotment	Nature of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Consideration	Cumulative no. of Shares	Cumulative Equity Share Capital (₹)	Cumulative Equity Share Premium (in ₹)
October 16, 2019	Allotment pursuant to ESOP scheme	15,000		30.60		93,38,11,614	93,38,11,614	31,31,26,80,957.70
		1,475		34.60		93,38,13,089	93,38,13,089	31,31,27,30,517.70
		7,500		37.30		93,38,20,589	93,38,20,589	31,31,30,02,767.70
		3,750		55.10		93,38,24,339	93,38,24,339	31,31,32,05,642.70
		17,338		57.10		93,38,41,677	93,38,41,677	31,31,41,78,304.50
		1,625		59.05		93,38,43,302	93,38,43,302	31,31,42,72,635.75
		5,000		70.05		93,38,48,302	93,38,48,302	31,31,46,17,885.75
November 19, 2019	Allotment pursuant to ESOP scheme	19,500	1	30.00	Cash	93,38,67,802	93,38,67,802	31,31,51,83,385.75
		32,500		30.45		93,39,00,302	93,39,00,302	31,31,61,40,510.75
		16,875		30.60		93,39,17,177	93,39,17,177	31,31,66,40,010.75
		31,575		34.60		93,39,48,752	93,39,48,752	31,31,77,00,930.75
		10,000		37.30		93,39,58,752	93,39,58,752	31,31,80,63,930.75
		6,250		48.10		93,39,65,002	93,39,65,002	31,31,83,58,305.75
		5,000		55.10		93,39,70,002	93,39,70,002	31,31,86,28,805.75
		48,375		57.10		93,40,18,377	93,40,18,377	31,32,13,42,643.25
		22,250		59.05		93,40,40,627	93,40,40,627	31,32,26,34,255.75
December 17, 2019	Allotment pursuant to ESOP scheme	25,000	1	30.00	Cash	93,40,65,627	93,40,65,627	31,32,33,59,255.75
		44,925		30.45		93,41,10,552	93,41,10,552	31,32,46,82,297.00
		23,600		34.60		93,41,34,152	93,41,34,152	31,32,54,75,257.00
		5,000		37.30		93,41,39,152	93,41,39,152	31,32,56,56,757.00
		2,500		55.10		93,41,41,652	93,41,41,652	31,32,57,92,007.00
		45,250		57.10		93,41,86,902	93,41,86,902	31,32,83,30,532.00
		10,250		59.05		93,41,97,152	93,41,97,152	31,32,89,25,544.50
		31,250		70.05		93,42,28,402	93,42,28,402	31,33,10,83,357.00
January 17, 2020	Allotment pursuant to ESOP scheme	5,000	1	30.45	Cash	93,42,33,402	93,42,33,402	31,33,12,30,607.00
		5,000		34.60		93,42,38,402	93,42,38,402	31,33,13,98,607.00
		5,050		57.10		93,42,43,452	93,42,43,452	31,33,16,81,912.00
		1,250		59.05		93,42,44,702	93,42,44,702	31,33,17,54,474.50
		1,500		65.15		93,42,46,202	93,42,46,202	31,33,18,50,699.50
February 12, 2020	Allotment pursuant to ESOP scheme	2,200	1	30.45	Cash	93,42,48,402	93,42,48,402	31,33,19,15,489.50
		3,350		34.60		93,42,51,752	93,42,51,752	31,33,20,28,049.50
		50,000		51.60		93,43,01,752	93,43,01,752	31,33,45,58,049.50
		12,425		57.10		93,43,14,177	93,43,14,177	31,33,52,55,092.00
		2,500		59.05		93,43,16,677	93,43,16,677	31,33,54,00,217.00
		20,000		70.05		93,43,36,677	93,43,36,677	31,33,67,81,217.00
March 12, 2020	Allotment pursuant to ESOP scheme	23,850	1	30.45	Cash	93,43,60,527	93,43,60,527	31,33,74,83,599.50
		26,725		34.60		93,43,87,252	93,43,87,252	31,33,83,81,559.50
		15,000		57.10		93,44,02,252	93,44,02,252	31,33,92,23,059.50
		6,750		59.05		93,44,09,002	93,44,09,002	31,33,96,14,897.00
April 16, 2020	Allotment pursuant to ESOP scheme	45,000	1	27.35	Cash	93,44,54,002	93,44,54,002	31,34,08,00,647.00
		20,750		30.45		93,44,74,752	93,44,74,752	31,34,14,11,734.50
		22,675		34.6		93,44,97,427	93,44,97,427	31,34,21,73,614.50
		1,250		57.1		93,44,98,677	93,44,98,677	31,34,22,43,739.50
		1,875		59.05		93,45,00,552	93,45,00,552	31,34,23,52,583.25
May 18, 2020	Allotment pursuant to ESOP scheme	16,175	1	30.45	Cash	93,45,16,727	93,45,16,727	31,34,28,28,937.00
		8,400		34.6		93,45,25,127	93,45,25,127	31,34,31,11,177.00
		1,250		57.1		93,45,26,377	93,45,26,377	31,34,31,81,302.00
June 12, 2020	Allotment pursuant to ESOP scheme	21,000	1	30.45	Cash	93,45,47,377	93,45,47,377	31,34,37,99,752.00
		33,000		34.60		93,45,80,377	93,45,80,377	31,34,49,08,552.00
July 22, 2020	Allotment pursuant to ESOP scheme	3,450	1	30.45	Cash	93,45,83,827	93,45,83,827	31,34,50,10,154.50
		2,800		34.60		93,45,86,627	93,45,86,627	31,34,51,04,234.50
		10,000		37.30		93,45,96,627	93,45,96,627	31,34,54,67,234.50
		125		59.05		93,45,96,752	93,45,96,752	31,34,54,74,490.75

Date of allotment	Nature of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Consideration	Cumulative no. of Shares	Cumulative Equity Share Capital (₹)	Cumulative Equity Share Premium (in ₹)
August 20, 2020	Allotment pursuant to ESOP scheme	58,750	1	30.00	Cash	93,46,55,502	93,46,55,502	31,34,71,78,240.75
		37,250		30.45		93,46,92,752	93,46,92,752	31,34,82,75,253.25
		41,100		34.60		93,47,33,852	93,47,33,852	31,34,96,56,213.25
		12,500		57.10		93,47,46,352	93,47,46,352	31,35,03,57,463.25
		625		59.05		93,47,46,977	93,47,46,977	31,35,03,93,744.50
September 16, 2020	Allotment pursuant to ESOP scheme	45,875	1	30.00	Cash	93,47,92,852	93,47,92,852	31,35,17,24,119.50
		79,175		30.45		93,48,72,027	93,48,72,027	31,35,40,55,823.25
		17,000		34.60		93,48,89,027	93,48,89,027	31,35,46,27,023.25
		25,250		57.10		93,49,14,277	93,49,14,277	31,35,60,43,548.25
		12,250		59.05		93,49,26,527	93,49,26,527	31,35,67,54,660.75
October 19, 2020	Allotment pursuant to ESOP scheme	16,575	1	30.45	Cash	93,49,43,102	93,49,43,102	31,35,72,42,794.50
		25,675		34.60		93,49,68,777	93,49,68,777	31,35,81,05,474.50
		20,000		55.10		93,49,88,777	93,49,88,777	31,35,91,87,474.50
		2,750		59.05		93,49,91,527	93,49,91,527	31,35,93,47,112.00
		625		170.60		93,49,92,152	93,49,92,152	31,35,94,53,112.00
November 5, 2020	Allotment pursuant to ESOP scheme	2,500	1	57.10	Cash	93,49,94,652	93,49,94,652	31,35,95,93,362.00
January 12, 2021	Allotment pursuant to ESOP scheme	50,000	1	30.00	Cash	93,50,44,652	93,50,44,652	31,36,10,43,362.00
		3,025		30.45		93,50,47,677	93,50,47,677	31,36,11,32,448.00
		4,475		34.60		93,50,52,152	93,50,52,152	31,36,12,82,808.00
		1,375		57.10		93,50,53,527	93,50,53,527	31,36,13,59,946.00
January 22, 2021	Allotment pursuant to ESOP scheme	2,750	1	30.45	Cash	93,50,56,277	93,50,56,277	31,36,14,40,933.50
		2,250		34.60		93,50,58,527	93,50,58,527	31,36,15,16,533.50
		6,250		57.10		93,50,64,777	93,50,64,777	31,36,18,67,158.50
		2,000		59.05		93,50,66,777	93,50,66,777	31,36,19,83,258.50
February 8, 2021	Allotment pursuant to ESOP scheme	3,750	1	30.00	Cash	93,50,70,527	93,50,70,527	31,36,20,92,008.50
		2,750		30.45		93,50,73,277	93,50,73,277	31,36,21,72,996.00
		2,250		34.60		93,50,75,527	93,50,75,527	31,36,22,48,596.00
		50,000		51.60		93,51,25,527	93,51,25,527	31,36,47,78,596.00
		7,050		57.10		93,51,32,577	93,51,32,577	31,36,51,74,101.00
March 16, 2021	Allotment pursuant to ESOP scheme	9,250	1	59.05	Cash	93,51,41,827	93,51,41,827	31,36,57,11,063.50
		1,94,700		30.00		93,53,36,527	93,53,36,527	31,37,13,57,363.50
		3,98,600		30.45		93,57,35,127	93,57,35,127	31,38,30,96,133.50
		10,450		34.60		93,57,45,577	93,57,45,577	31,38,34,47,253.50
		5,000		37.30		93,57,50,577	93,57,50,577	31,38,36,28,753.50
May 4, 2021	Allotment pursuant to ESOP scheme	33,750	1	57.10	Cash	93,57,84,327	93,57,84,327	31,38,55,22,128.50
		13,750		59.05		93,57,98,077	93,57,98,077	31,38,63,20,316.00
		42,750		30.00		93,58,40,827	93,58,40,827	31,38,75,60,066.00
		1,62,000		30.45		93,60,02,827	93,60,02,827	31,39,23,30,966.00
		4,04,750		34.60		93,64,07,577	93,64,07,577	31,40,59,30,566.00
May 19, 2021	Allotment pursuant to ESOP scheme	28,125	1	57.10	Cash	93,64,35,702	93,64,35,702	31,40,75,08,378.50
		35,000		59.05		93,64,70,702	93,64,70,702	31,40,95,40,128.50
		11,925		57.10		93,64,82,627	93,64,82,627	31,41,02,09,121.00
June 21, 2021	Allotment pursuant to ESOP scheme	29,300	1	34.60	Cash	93,65,11,927	93,65,11,927	31,41,11,93,601.00
		23,750		57.10		93,65,35,677	93,65,35,677	31,41,25,25,976.00
		11,875		59.05		93,65,47,552	93,65,47,552	31,41,32,15,319.75
July 15, 2021	Allotment pursuant to ESOP scheme	11,875	1	30.00	Cash	93,65,59,427	93,65,59,427	31,41,35,59,694.75
		51,775		30.45		93,66,11,202	93,66,11,202	31,41,50,84,468.50
		48,525		34.60		93,66,59,727	93,66,59,727	31,41,67,14,908.50
		23,750		57.10		93,66,83,477	93,66,83,477	31,41,80,47,283.50

Date of allotment	Nature of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Consideration	Cumulative no. of Shares	Cumulative Equity Share Capital (₹)	Cumulative Equity Share Premium (in ₹)
		21,625	-	59.05		93,67,05,102	93,67,05,102	31,41,93,02,614.75
August 16, 2021	Allotment pursuant to ESOP scheme	7,500	1	30.00	Cash	93,67,12,602	93,67,12,602	31,41,95,20,114.75
		7,575	-	30.45		93,67,20,177	93,67,20,177	31,41,97,43,198.50
		600	-	34.60		93,67,20,777	93,67,20,777	31,41,97,63,358.50
		2,500	-	55.10		93,67,23,277	93,67,23,277	31,41,98,98,608.50
		62,750	-	57.10		93,67,86,027	93,67,86,027	31,42,34,18,883.50
		59,500	-	59.05		93,68,45,527	93,68,45,527	31,42,68,72,858.50
September 16, 2021	Allotment pursuant to ESOP scheme	87,500	1	30.00	Cash	93,69,33,027	93,69,33,027	31,42,94,10,358.50
		1,94,500	1	30.45		93,71,27,527	93,71,27,527	31,43,51,38,383.50
		1,80,025	1	34.60		93,73,07,552	93,73,07,552	31,44,11,87,223.50
		11,250	1	55.10		93,73,18,802	93,73,18,802	31,44,17,95,848.50
		1,72,500	1	57.10		93,74,91,302	93,74,91,302	31,45,14,73,098.50
		1,11,250	1	59.05		93,76,02,552	93,76,02,552	31,45,79,31,161.00
October 12, 2021	Allotment pursuant to ESOP scheme	40,000	1	57.10	Cash	937,642,552	937,642,552	31,460,175,161.00
		18,750		59.05		937,661,302	937,661,302	31,461,263,598.50
		6,000		61.00		937,667,302	937,667,302	31,461,623,598.50
November 25, 2021	Allotment pursuant to ESOP scheme	362,500	1	30.00	Cash	938,029,802	938,029,802	31,472,136,098.50
		484,500		30.45		938,514,302	938,514,302	31,486,404,623.50
		660,975		34.60		939,175,277	939,175,277	31,508,613,383.50
		43,750		48.10		939,219,027	939,219,027	31,510,674,008.50
		1,138,763		57.10		940,357,790	940,357,790	31,574,558,612.80
		730,850		59.05		941,088,640	941,088,640	31,616,984,455.30
		56,250		61.00		941,144,890	941,144,890	31,620,359,455.30
		1,875		189.85		941,146,765	941,146,765	31,620,713,549.05
		2,500		314.40		941,149,265	941,149,265	31,621,497,049.05
December 15, 2021	Allotment pursuant to ESOP scheme	223,125	1	30.00	Cash	941,372,390	941,372,390	31,627,967,674.05
		560,050		30.45		941,932,440	941,932,440	31,644,461,146.55
		481,450		34.60		942,413,890	942,413,890	31,660,637,866.55
		35,000		55.10		942,448,890	942,448,890	31,662,531,366.55
		391,575		57.10		942,840,465	942,840,465	31,684,498,724.05
		199,500		59.05		943,039,965	943,039,965	31,696,079,699.05
		3,000		61.00		943,042,965	943,042,965	31,696,259,699.05
		625		170.60		943,043,590	943,043,590	31,696,365,699.05
February 8, 2022	Allotment pursuant to ESOP scheme	50,000	1	51.60	Cash	943,093,590	943,093,590	31,698,895,699.05
		625		59.05		943,094,215	943,094,215	31,698,931,980.30
		1,250		61.00		943,095,465	943,095,465	31,699,006,980.30
March 21, 2022	Allotment pursuant to ESOP scheme	2,500	1	61.00	Cash	943,097,965	943,097,965	31,699,156,980.30
June 28, 2022	Allotment pursuant to ESOP scheme	3,250	1	59.05	Cash	943,101,215	943,101,215	31,699,345,642.80

**Shareholding pattern of our Company on December 31, 2022**

Cate gory	Category of shareholder	Nos. of sharehol ders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	No. of Locked in shares		No. of Shares pledged or otherwise encumbered		No. of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: Equity Shares	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)As a % of (A+B+C2)	(IX)				(X)	(XI)=( VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	13	30,76,84,490	-	-	307,684,490	32.62%	30,76,84,490	-	307,684,490	32.62%	-	32.62%	-	-	-	-	30,76,84,490
(B)	Public	2,16,435	59,05,19,945	-	-	590,519,945	62.61%	59,05,19,945	-	590,519,945	62.61%	-	62.61%	-	-	-	-	58,99,39,415
(C)	Non Promoter - Non Public	2	4,48,96,780	-	-	44,896,780	4.76%	4,48,96,780	-	44,896,780	4.76%	-	4.76%	-	-	-	-	4,48,96,780
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares Held By Employee Trust	2	4,48,96,780	-	-	44,896,780	4.76%	4,48,96,780	-	44,896,780	4.76%	-	4.76%	-	-	-	-	4,48,96,780
	Total	2,16,450	94,31,01,215	-	-	943,101,215	100.00%	94,31,01,215	-	943,101,215	100.00%	-	100.00%	-	-	-	-	94,25,20,685

**List of top 10 holders of Equity Shares of our Company as on December 31, 2022:**

Sr. No.	Name of the Shareholder	Total number of Equity Shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares
1.	Rashesh Chandrakant Shah	14,56,01,730	14,56,01,730	15.44
2.	Venkatchalam Arakoni Ramaswamy	5,81,26,560	5,81,26,560	6.16
3.	BIH SA	4,82,57,748	4,82,57,748	5.12
4.	Mabella Trustee Services Private Limited (On Behalf of Shah Family Discretionary Trust)	3,87,50,000	3,87,50,000	4.11
5.	Edelweiss Employees Welfare Trust.	3,75,95,270	3,75,95,270	3.99
6.	Baron Emerging Markets Fund	3,62,62,120	3,62,62,120	3.84
7.	Vidya Rashesh Shah	3,10,31,200	3,10,31,200	3.29
8.	The Pabrai Investment Fund IV, LP	2,61,40,000	2,61,40,000	2.77
9.	Life Insurance Corporation of India	2,42,82,094	2,42,82,094	2.57
10.	Tiaa-Cref Funds - Tiaa-Cref Emerging Markets Equity Fund	2,29,56,912	2,29,56,912	2.43

**List of top 10 holders of non-convertible debentures as on December 31, 2022 (on cumulative basis):**

Sr. No.	Name	Amount	Category	Face Value Per NCD (₹)	Holding as a % Of Total NCD Outstanding
1	Burlington Loan Management Designated Activity Company	2,63,25,00,000.00	Corporate	7,57,142.86	11.04
2	Barclays Bank PLC	1,26,38,46,135.50	Corporate	4,76,923.07	5.30
3	Edelweiss Tokio Life Insurance Company Limited	82,30,00,000.00	Corporate	1,000.00	3.45
4	ECap Equities Limited	48,75,92,000.00	Corporate	1,000.00	2.05
5	Standard Chartered Bank (Singapore) Limited	35,76,92,302.50	Corporate	4,76,923.07	1.50
6	Agnus Ventures LLP	34,75,00,000.00	Corporate	1,00,000.00	1.46
7	Ashutosh Vinayak Joshi	25,00,00,000.00	Public	1,00,000.00	1.05
8	Edelweiss GI Investment Assets	24,00,00,000.00	Corporate	1,000.00	1.01
9	RB Diversified Private Limited	23,84,61,535.00	Public	4,76,923.07	1.00
	The Hongkong And Shanghai Banking Corporation Limited	23,84,61,535.00	Corporate		1.00
10	Naresh Bhavanji Shah	20,00,00,000.00	Public	1,00,000.00	0.84

**Statement of the aggregate number of securities of our Company and our Subsidiaries purchased or sold by our Promoters, promoter group, our Directors and/or their relatives within six months immediately preceding the date of filing of this Tranche II Prospectus.**

No securities of our Company and our Subsidiary have been purchased or sold by our Promoters, promoter group, our Directors and/or their relatives within six months immediately preceding the date of filing of this Tranche II Prospectus.

**Statement of capitalization (Debt to Equity Ratio) of our Company as on December 31, 2022 on a Standalone basis:**

(₹ in million, unless otherwise stated)

Particulars	Pre issue as at December 31, 2022	Post issue *
Borrowing/ Debt	-	-
Debt securities	24,929.47	28,929.47
Borrowings (other than debt securities)	-	-
Deposits	-	-

(₹ in million, unless otherwise stated)

Particulars	Pre issue as at December 31, 2022	Post issue*
Subordinated Liabilities	-	-
Total Borrowing/ Total Debt (A)	24,929.47	28,929.47
Equity		
Equity Share Capital	898.20	898.20
Other Equity	48,830.02	48,830.02
Total Equity (B)	49,728.23	49,728.23
Debt/Equity (A/B)	0.50	0.58

\*The debt - equity ratio post Issue is indicative on account of the assumed inflow of ₹4,000 million from the proposed Issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment.

#### Details of Promoter's shareholding in our Company's Subsidiaries

Our Company has 28 Subsidiaries as on December 31, 2022. Except the shares held in our Subsidiaries as nominee of our Company, our Promoters do not hold any equity shares in our Subsidiaries, as on December 31, 2022.

#### Shareholding of Directors in our Company

The shareholding of the Directors in our Company as on the date of this Tranche II Prospectus is mentioned below:

Sr. No.	Name of Director	Number of Equity Shares
1.	Rashesh Shah	145,601,730
2.	Venkatchalam Ramaswamy	58,126,560
3.	Himanshu Kaji	2,975,000
4.	Vidya Shah	31,031,200

#### Shareholding of our Directors in our Subsidiaries, Joint Venture and associate companies

Except the shares held in our Subsidiaries, Associates and JVs as nominee of our Company, our Directors do not hold any equity shares in our Subsidiaries, Associate and Joint Ventures, as on December 31, 2022.

#### Details of any acquisition or amalgamation in the last one year

Our Company has not made any acquisition or amalgamation in the last one year prior to filing of this Tranche II Prospectus.

#### Details of any reorganization or reconstruction in the last one year

Our Company has not made any reorganization or reconstruction in the last one year prior to filing of this Tranche II Prospectus. However, the Board of Directors at their meeting held on August 27, 2020 has *inter alia* accorded its in-principle approval, subject to receipt of appropriate regulatory and other customary approvals, to explore various alternatives to transfer, hive off, demerge, sell etc., whole or part of the asset management business of the group ("EAM") comprising of asset reconstruction, PMS, AIF and mutual fund businesses, carried on by various subsidiaries, to a strategic investor at an appropriate time, including evaluating the option to list the equity shares of EAM holding company or one or more of its identified subsidiaries on the stock exchanges.

#### Pursuant to the above, the following has been concluded (in a phased manner and in compliance with applicable laws):

1. Segregation of legal structure of the Edelweiss group relating to wealth management and asset management businesses into two separate business verticals namely Edelweiss Wealth Management ("EWM") business and Edelweiss Asset Management ("EAM") business respectively.
2. Demerger of EAM business (along with investments in subsidiaries carrying on EAM business) of ESL into a separate company, such that ESL only retains EWM business.
3. Demerger of the EWM business of EGWML (including CCDs issued by EGWML) to ESL such that, subsequent to conversion of the CCDs, the Investor shall hold 51% equity stake on a fully diluted basis in ESL.

4. Further, the Board of Directors of the Company, at its Meeting held on May 13, 2022, subject to receipt of necessary approvals, approved the scheme of arrangement between the Company, ESL and its respective creditors and the shareholders for demerger of its wealth management business (comprising of the merchant banking business along with the investments into ESL) and subsequent listing of the equity shares of ESL, at an appropriate time (**‘Scheme of Arrangement’**).
5. In accordance with the order dated January 12, 2023, passed by the National Company Law Tribunal, Mumbai Bench, a meeting of the equity shareholders of the Company was held on February 24, 2023 wherein the equity Shareholders of our Company approved the Scheme of Arrangement.

### **Employee Stock Option Scheme and Stock Appreciation Rights**

The details of our ESOP Schemes and Stock Appreciation Rights in force as on the date of this Tranche II Prospectus are set forth below:

#### **Edelweiss Employees Stock Incentive Plan 2011**

Our Company instituted the Edelweiss Employee Stock Incentive Plan 2011 (**“ESOP 2011”**) pursuant to a special resolution dated April 26, 2011 passed through a postal ballot. Under ESOP 2011, our Company can grant employee stock options exercisable into not more than 100,000,000 Equity Shares of ₹1 each. The eligibility and number of options to be granted to an employee is determined on the basis of criteria laid down in the ESOP 2011 and is approved by the Compensation Committee.

The options granted shall vest on the eligible employees of our Company or subsidiaries, as determined in accordance with ESOP 2011, within a period of not less than 12 months and not more than 60 months from the date of grant, as mentioned in the grant letters, and can be exercised within a period of not less than 12 months and not more than 60 months from the date of vesting of the respective options or until the validity of the ESOP 2011, i.e., June 30, 2030. The ESOP 2011 shall continue to be in force until its termination by the Board or the Compensation Committee.

Please refer below for the details of ESOP 2011 as on December 31, 2022:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Number of stock options</b>
1	Stock options granted	124,923,723
2	Stock options vested	35,23,900
3	Stock options exercised	8,45,11,320
4	Total number of shares arising out of exercise of Stock options	8,45,11,320
5	Stock options lapsed	3,54,72,053
6	Exercise price (In ₹)	Between 24.6 – 314.40

#### **Edelweiss Employee Stock Appreciation Rights Plan 2019:**

Our Company instituted the Edelweiss Employee Stock Appreciation Rights Plan 2019 (**“SAR 2019”**) pursuant to a special resolution passed by our shareholders on April 30, 2019. Under SAR 2019, our Company can grant Stock Appreciation Rights (**“SARs”**) exercisable into not more than 40,000,000 Equity Shares of ₹1 each. The eligibility and number of rights to be granted to an employee is determined on the basis of criteria laid down in the SAR 2019 and is approved by the Compensation (ESOP) Committee.

The rights granted shall vest on the eligible employees of our Company or subsidiaries within a period of not less than 12 months and not exceed 96 months from the date of grant. The SAR 2019 shall continue to be in force until its termination by the Board or the Compensation (ESOP) Committee.

Please refer below for the details of SAR 2019 as on December 31, 2022:



Sr. No.	Particulars	Number of SARs
1	SARs granted	1,80,50,500
2	SARs vested	14,06,380
3	SARs exercised	64,100
4	Total number of shares arising as a result of SARs	7,136
5	SARs lapsed	80,53,600
6	Exercise price (In ₹)	Between 61 – 180.65

*Note: On exercise of vested SARs, the Grantees would receive the appreciation value in (i) cash; or (ii) by way of issuance of Equity Shares. The number of Equity Shares to be issued shall be determined on the basis of the application value, divided by the market price per Equity Share on the date of exercise. In case of settlement of the appreciation value by way of issue of Equity Shares, the grantee will be required to pay the face value of the quantum of such Equity Shares, i.e., ₹ 1 per Equity Share granted.*

## OBJECTS OF THE ISSUE

### Tranche II Issue Proceeds

Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“NCDs”) for an amount of ₹ 2,000 million (“**Base Issue Size**”) with an option to retain oversubscription up to ₹ 2,000 million amounting to ₹ 4,000 million (“**Tranche II Issue Limit**”) (“**Tranche II Issue**”) which is within the Shelf Limit of ₹ 10,000 million and is being offered by way of this Tranche II Prospectus, which should be read together with the Shelf Prospectus filed with the ROC, Stock Exchanges and SEBI.

The following table details the objects of the Issue and the amount proposed to be financed from Net Proceeds:

Sr. No.	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of repayment /prepayment of interest and principal of existing borrowings of our Company #	At least 75%
2.	General Corporate Purposes*	Maximum of up to 25%

*#Our Company shall not utilize the proceeds of this Tranche II Issue towards payment of prepayment penalty, if any.*

*\*The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in this Tranche II Issue, in compliance with the SEBI NCS Regulations.*

The main objects clause of the Memorandum of Association of the Company permits the Company to undertake its existing activities as well as the activities for which the funds are being raised through the Issue.

The following table details the objects of this Tranche II Issue and the amount proposed to be financed from Net Proceeds:

Particulars	Estimated amount (₹ in million)
Gross proceeds of this Tranche II Issue	4,000.00
Less: Issue related expenses*	89.95
Net proceeds	3,910.05

*\*The above Issue related expenses are indicative and are subject to change depending on the actual level of subscription to this Tranche II Issue, the number of allottees, market conditions and other relevant factors.*

### Purpose for which there is a requirement of funds

As stated in this section.

### Funding Plan

NA

### Summary of the project appraisal report

NA

### Schedule of implementation of the project

NA

### Monitoring of utilization of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. The Audit Committee of our Company shall monitor the utilisation of the proceeds of this Tranche II Issue. Our Company will disclose in our Company’s financial statements for the relevant financial year commencing from Fiscal 2024, the utilisation of the proceeds of this Tranche II Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche II Issue that have not been utilised thereby also indicating investments, if any, of such unutilized proceeds of this Tranche II Issue. Our Company shall utilize the proceeds of this Tranche II Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchange.

## General Corporate Purposes

Our Company intends to deploy up to 25% of the amount raised and allotted in this Tranche II Issue for general corporate purposes, including but not restricted to routine capital expenditure, renovations, strategic initiatives, meeting any expenditure in relation to our Company as well as meeting exigencies which our Company may face in the ordinary course of business, or any other purposes as may be approved by the Board of Directors.

## Issue expenses

A portion of this Tranche II Issue proceeds will be used to meet Tranche II Issue expenses. The following are the estimated Issue expenses:

Particulars	Amount (₹ in million)	As percentage of Tranche II Issue proceeds (in %)	As percentage of total expenses of the Tranche II Issue (in %)
Fee Payable to Intermediaries including Registrar to this Tranche II Issue and Debenture Trustees	1.20	0.03%	1.33%
Lead Manager Fee, Selling and Brokerage Commission, SCSB Processing Fee	84.75	2.12%	94.22%
Advertising and Marketing, Printing and Stationery Costs	3.00	0.08%	3.34%
Other Miscellaneous Expenses	1.00	0.03%	1.11%
Grand Total	89.95	2.25%	100.00%

The above expenses are indicative and are subject to change depending on the actual level of subscription to this Tranche II Issue and the number of Allottees, market conditions and other relevant factors.

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Manager/ Members of the Syndicate/ Sub- Members of the Syndicate /Brokers / Trading Members and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹ 8 per Application Form procured (inclusive of GST and other applicable taxes). However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee. Further, our Company shall pay the Sponsor Bank ₹8 for every valid Application that is blocked. The payment will be made on the basis of valid invoices within such timelines mutually agreed to/prescribed by the Company with the Designated Intermediaries/Sponsor Bank.

## Interim use of proceeds

Our Management will have the flexibility in deploying the proceeds received from this Tranche II Issue. Pending utilization of the proceeds out of this Tranche II Issue for the purposes described above. Our Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities. Such investment would be in accordance with the investment policies approved by the Board or any committee thereof from time to time.

## Other Confirmations

In accordance with the SEBI NCS Regulations, our Company will not utilize the proceeds of this Tranche II Issue for providing loans to or acquisition of shares of any person or company who is a part of the same group as our Company or who is under the same management as our Company.

Proceeds from this Tranche II Issue shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property. No part of the proceeds from this Tranche II Issue will be paid by us as consideration to our Promoter, the Directors, Key Managerial Personnel, or companies promoted by our Promoter except in ordinary course of business.

No part of the proceeds from this Tranche II Issue will be utilized for buying, trading or otherwise dealing in equity shares of any listed company. Further our Company undertakes that Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI Regulations.

All monies received out of this Tranche II Issue shall be credited/ transferred to a separate bank account maintained with a Scheduled Bank as referred to in section 40(3) of the Companies Act 2013.

Details of all monies utilised out of this Tranche II Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised along with details, if any, in relation to all such proceeds of this Tranche II Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of this Tranche II Issue.

Details of all unutilised monies out of this Tranche II Issue, if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested.

Our Company confirms that it will not use the proceeds from this Tranche II Issue for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

We shall utilize this Tranche II Issue proceeds only upon execution of Debenture Trust Deed, receipt of the listing and trading approval from the Stock Exchange(s) as stated in this Tranche II Prospectus in the section titled “*Issue Related Information*” beginning on page 133.

The fund requirement as above is based on our current business plan and is subject to change in light of variations in external circumstances or costs, or in our financial condition, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirements and deployment of funds may also change.

**Variation in terms of contract or objects in this Tranche II Prospectus.**

Our Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Tranche II Prospectus is issued, except as may be prescribed under the applicable laws and specifically under Section 27 of the Companies Act, 2013.

**Benefit / interest accruing to Promoters/Directors out of the object of the Tranche II Issue**

Neither our Promoter nor the Directors of our Company are interested in the Objects of this Tranche II Issue.

## STATEMENT OF POSSIBLE TAX BENEFITS

### STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS UNDER THE APPLICABLE LAWS IN INDIA

**The Board of Directors**  
**Edelweiss Financial Services Limited**  
**Edelweiss House, Off CST Road, Kalina,**  
**Mumbai – 400 098.**

Dear Sirs,

**Statement of Possible Tax Benefits available to the debenture holders of Edelweiss Financial Services Limited in connection with the proposed public issue of secured redeemable non-convertible debentures of face value of Rs. 1,000/- each (the “Debentures” or the “NCDs”) (hereinafter referred to as the “Issue”)**

1. We hereby confirm that the enclosed Annexure, prepared by Edelweiss Financial Services Limited (‘the Company’), provides the possible tax benefits available to the debenture holders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Bill, 2023, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25 respectively, presently in force in India. Several of these benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the debenture holders to derive the tax benefits is dependent upon their fulfilling such conditions which, the debenture holders may or may not choose to fulfil.
2. The benefits discussed in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
3. We do not express any opinion or provide any assurance as to whether:
  - i) the debenture holders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been / would be met with; and
  - iii) the revenue authorities/courts will concur with the views expressed herein.
4. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
5. This report has been issued at the request of the Company for the purpose of inclusion in the offer document in connection with its proposed Issue and should not be used by anyone else or for any other purpose.

**For S.R. Batliboi & Co. LLP**  
**Chartered Accountants**  
ICAI Firm Registration Number: 301003E/E300005

**per Shrawan Jalan**  
Partner  
Membership No. 102102

Place of Signature: Mumbai  
Date: March 31, 2023

## **Annexure**

### **STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDER(S)**

This Annexure is based on the provisions of the Income-tax Act, 1961 ('IT Act') in force as on the current date, after considering the amendments proposed by the Finance Bill, 2023 ('FB 2023')<sup>1</sup>.

Further, as per section 294 of the IT Act, if on the 1<sup>st</sup> day of April in any assessment year, provision has not yet been made by a Central Act for the charging of income-tax for that assessment year, the IT Act shall nevertheless have effect until such provision is so made as if the provision in force in the preceding assessment year or the provision proposed in the Bill then before Parliament, whichever is more beneficial to the assessee, were actually in force.

This Annexure intends to provide general information on the applicable provisions of the IT Act. However, in view of the nature of the implications, the investors are best advised to consult their respective tax advisors/consultants for appropriate counsel with respect to the specific tax and other implications arising out of their participation in the Portfolio as indicated herein.

#### **Taxability under the IT Act**

##### **Section 50AA of the IT Act**

The Finance Bill, 2023 proposes to insert section 50AA to the IT Act to provide for a special provision for computation of capital gains in case of Market Linked Debenture (MLD). For the purposes of the said section, MLD have been defined in the Explanation thereto to mean a security by whatever name called, which has an underlying principal component in the form of a debt security and where the returns are linked to the market returns on other underlying securities or indices, and includes any security classified or regulated as a MLD by the Securities and Exchange Board of India.

Based on the definition, MLD has the following essential features:

- It is a security in the nature of debt;
- It has an underlying principal component;
- Returns with respect to such security are linked to market returns on other underlying securities or indices;
- And, by way of extension, it is also provided that any security classified or regulated by SEBI as an MLD, shall for the purposes of the proposed section 50AA of the IT Act, be deemed to be an MLD

The Non-Convertible Debentures (NCDs) issued/ proposed to be issued by the issuer creates a borrower-lender relationship between the issuer and subscriber and to that extent, such NCDs constitute a security in the nature of debt. Further, such NCDs, by their very nature, have a principal component (which is the price at which the subscriber subscribes to such NCDs).

However, the returns with respect to such NCDs (excess of redemption value over the principal component) is a fixed return and is not linked to any market return or underlying security or indices.

Given the same, the NCDs issued by the issuer do not satisfy the first limb of the definition of MLD as provided in the Explanation to the proposed section 50AA of the IT Act and thus, such NCDs should not constitute an MLD for the purposes of section 50AA of the IT Act.

The second limb of the definition of MLD which deems any security classified or regulated by SEBI as an MLD, to be an MLD for the purposes of section 50AA of the IT Act, is an independent limb and need to be construed as such. We have been given to understand that, at present, the NCD issued/ proposed to be issued by the issuer is neither classified nor regulated by the SEBI as an MLD and accordingly, the NCDs issued by the issuer should not constitute an MLD for the purposes of section 50AA of the IT Act. However, the said fact-pattern would have to be re-visited in light of any amendment in the law as may be notified by SEBI in future.

#### **A. Common provisions applicable to both Resident and Non-Resident debenture holders:**

##### **1. Determination of head of income for the purpose of assessability:**

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<sup>1</sup> The FB 2023 had been introduced in the Lok Sabha on 1 February 2023. The same has not yet been passed by the Lok Sabha till date. Once passed by the Lok Sabha, it shall be introduced in the Rajya Sabha for its passage and once passed by the Rajya Sabha, the same shall become an Act after receiving assent of the President of India.

The returns received by the investors from the Non-Convertible Debentures ('NCD') in the form of 'interest' and gains on transfer of the NCD, may be characterized under the following broad heads of income for the purposes of taxation under the IT Act:

- Profits and gains of business or profession ('PGBP');
- Capital gains ('CG'); and
- Income from other sources ('IFOS').

For determining the appropriate head of income (as mentioned above) *vis-à-vis* the income or loss earned on/ from the NCD, it will be pertinent to analyse whether the NCD are held as 'Investments' i.e. capital asset or as 'Stock-in-trade'.

If the NCD are held as 'Stock-in-trade', interest income as well as gain or loss on its transfer will be assessed to tax under the head PGBP, whereas, if the NCD are held as 'Investments', then the interest income will be assessed to tax under the head IFOS and any gain/ loss on its transfer will be assessed to tax under the head CG (explained in ensuing paragraphs), based on facts of each case.

However, as per section 2(14) of the IT Act, 'capital asset' includes, *inter alia*, securities held by a Foreign Institutional Investor ('FII') [now known as Foreign Portfolio Investor ('FPI')] which has invested in such securities in accordance with the regulations made under Securities and Exchange Board of India Act, 1992. Accordingly, such securities, held by an FII, will be characterised as 'capital asset' and classification as 'Stock-in-trade' shall not apply.

*The investors may obtain specific advice from their tax advisors regarding the above classification and tax treatment.*

## **2. Taxation of Interest and Gain/ loss on transfer of debentures:**

### **- Taxation of Interest**

Income by way of interest received on NCD held as 'Investments' (i.e. capital asset) will be charged to tax under the head IFOS at the rates applicable to the investor after deduction of expenses, if any, allowable under section 57 of the IT Act. These are essentially expenses (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of earning the interest income. In case of NCD held as 'Stock-in-trade', interest received thereon will be charged to tax under the head PGBP. Further, any expenditure specifically laid out or expended wholly and exclusively for the purpose of earning such interest income shall be allowed as deduction while computing income under the head PGBP.

*The investors may obtain specific advice from their tax advisors regarding the tax treatment of their Interest income.*

### **- Taxation of gain or loss on transfer**

#### **(a) Taxable under the head PGBP**

As discussed above, depending on the particular facts of each case, the NCD may, in certain cases, be regarded to be in the nature of 'Stock-in-trade' and, accordingly, the gains from the transfer of such NCD should be considered to be in the nature of business income and hence chargeable to tax under the head PGBP.

In such a scenario, the gains from the business of investing in the NCD may be chargeable to tax on a 'net' basis (i.e. net of allowable deductions for expenses/allowances under Chapter IV – Part D of the IT Act).

Based on section 145 of the IT Act, the timing of charging any income to tax would depend on the method of accounting followed by the taxpayer consistently (i.e. cash or mercantile).

*Investors should obtain specific advice from their tax advisors regarding the manner of computing business income, the deductions available therefrom and the tax to be paid thereon.*

### ***(b) Taxable under the head Capital Gains***

As discussed above, based on the particular facts of each case, the NCD may, in certain cases, be regarded to be held as 'Investments' in which case the gains or loss from the transfer of such NCD should be chargeable to tax under the head CG.

In such a scenario, the gains / loss from the transfer of such NCD may be chargeable to tax on a 'net' basis (i.e. net of acquisition cost of NCD, expenditure incurred in relation to transfer of NCD).

*Investors should, however, seek specific advice from their tax advisors/ consultants in respect of characterization of capital gains, the manner of computation and the tax to be paid thereon.*

### **3. *Period of holding and Capital gain – long term & short term:***

As per section 2(29AA) read with section 2(42A) of the IT Act, listed NCD is treated as a long-term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer and consequently, the gain/ loss on transfer of such NCD should be treated as long term capital gain/ loss.

Accordingly, if listed NCD is held for upto 12 months immediately preceding the date of its transfer, the same should be treated as a short-term capital asset and the gain/ loss on transfer of such NCD should be treated as short-term capital gain/ loss.

Without prejudice to the fact that the NCDs to be issued by the issuer are not MLD (as has been concluded at the outset), where, for whatsoever reasons, the NCDs are treated as MLDs, then in such cases, as per the amendment proposed by the FB, 2023, the capital gains arising on transfer or redemption or maturity of such NCDs shall be deemed to be capital gains arising from transfer of a short-term capital asset. Further, in computing the capital gains, no deduction shall be allowed on account of Securities Transaction Tax (STT) paid, if any.

### **4. *Computation of capital gains and tax thereon***

Capital gains is computed after reducing from the consideration received for the transfer of the capital asset ['full value of consideration (FVC)], the cost of acquisition (CoA) of such asset and the expenses incurred wholly and exclusively in connection with the transfer. The capital gains so computed will be chargeable to tax at the rates as detailed in the ensuing paragraphs.

### **5. *Set off of capital losses***

As per section 74 of the IT Act, long-term capital loss incurred during a year can be set-off only against long-term capital gains arising in that year or in subsequent years and cannot be set-off against short-term capital gains arising in that year or in subsequent years. The long-term capital loss remaining after set-off, if any, can be carried forward for eight years immediately succeeding the year in which the loss was first computed, to be for set-off against subsequent years' long-term capital gains.

On the other hand, short-term capital loss incurred during a year can be set-off against both, short-term and long-term capital gains of the same year or of subsequent years. The short-term capital loss remaining after set-off, if any, can be carried forward for eight years immediately succeeding the year in which the loss was first computed, to be set-off against subsequent years' short-term as well as long-term capital gains.

## ***B. Tax benefits available to Resident NCD holders:***

- Interest on NCD received by resident NCD holders would form part of their total income and be subject to tax at the applicable rates of tax (Note 1 and 2 below) in accordance with and subject to the provisions of the IT Act.
- Capital gains on transfer of NCD shall be computed by deducting from the FVC, expenditure incurred wholly and exclusively in connection with the transfer and the CoA of the NCD.

As per section 112 of the IT Act, capital gains arising on the transfer of long-term capital assets being listed debentures are subject to tax at the rate of 10% (plus applicable surcharge and health & education cess – Note 2



below) on the capital gains calculated without indexing the cost of acquisition (Fourth *proviso* to Section 48 restricts indexation benefit in case of long-term capital asset being a bond or debenture).

In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the applicable rates of tax (as mentioned in Note 1 and 2 below) in accordance with the provisions of the IT Act.

### ***C. Tax benefits available to Non-Resident debenture holders:***

- A non-resident Indian has an option to be governed by Chapter XII-A of the IT Act, subject to the provisions contained therein which are given in brief as under:
- As per section 115C(e) of the IT Act, the term "non-resident Indian" means an individual, being a citizen of India or a person of Indian origin who is not a "resident". A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.
- As per section 115E of the IT Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20% (plus applicable surcharge and cess), whereas long term capital gains on transfer of such debentures will be taxable at 10% (plus applicable surcharge and cess – Note 2 below) of such capital gains without indexation of CoA. Short-term capital gains will be taxable at the applicable rates of tax (as mentioned in Note 1 and 2 below) in accordance with and subject to the provisions contained therein.
- Under section 115F of the IT Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from capital gain tax if the whole of the net consideration is invested within six months after the date of transfer of the debentures in any specified asset or in any saving certificates referred to in section 10(4B) of the IT Act in accordance with and subject to the provisions contained therein.
- Under section 115G of the IT Act, it shall not be necessary for a non-resident Indian to file a return of income under section 139(1) of the IT Act, if his total income consists only of investment income as defined under section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the IT Act in accordance with and subject to the provisions contained therein.
- Under section 115H of the IT Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A of the IT Act shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.
- In accordance with and subject to the provisions of section 115-I of the IT Act, a non-resident Indian may opt not to be governed by the provisions of Chapter XII-A of the IT Act. In such a case, long-term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% (plus applicable surcharge and cess – Note 2 below) computed without indexation of CoA.
- Interest income and short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the applicable rates of tax (as mentioned in Note 1 and 2 below) in accordance with and subject to the provisions of the IT Act.
- Without prejudice to the fact that the NCDs to be issued by the issuer are not MLD (as has been concluded at the outset), where, for whatsoever reasons, the NCDs are treated as MLDs, then in such cases, as per the amendment

proposed by the FB, 2023, the capital gains arising on transfer or redemption or maturity of such NCDs shall be deemed to be capital gains arising from transfer of a short-term capital asset. Further, in computing the capital gains, no deduction shall be allowed for Securities Transaction Tax (STT) paid, if any.

- Where debentures are held as stock-in-trade, the income on transfer of debentures would be taxed as business income in accordance with and subject to the provisions of the IT Act.
- As per section 90(2) of the IT Act read with the Circular no. 728 dated October 30, 1995, issued by the Central Board of Direct Taxes ('CBDT'), in the case of a remittance to a country with which a Double Tax Avoidance Agreement ('DTAA') is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of a valid and subsisting tax residency certificate ('TRC') is a mandatory condition for availing benefits under any DTAA. If the TRC does not contain the prescribed particulars, a self-declaration in Form 10F would need to be provided by the assessee along with the TRC which is valid and subsisting.

#### ***D. Tax benefits available to Foreign Institutional Investors ('FII's) or Foreign Portfolio Investors ('FPI's):***

- In accordance with and subject to the provisions of section 115AD of the IT Act, long-term capital gains on transfer of debentures by FIIs are taxable at 10% (plus applicable surcharge and cess – Note 2 below) and short-term capital gains are taxable at 30% (plus applicable surcharge and cess - Note 2 below). The benefit of indexation of CoA will not be available.
- Income other than capital gains arising out of debentures is taxable at 20% (plus applicable surcharge and cess - Note 2 below) in accordance with and subject to the provisions of Section 115AD of the IT Act.
- However, the above is subject to any relief available under DTAA entered into by the Government of India (as mentioned in Point C above).
- The CBDT has issued Notification No.9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the IT Act.

#### ***E. Withholding provisions***

The withholding provisions provided under the IT Act are machinery provisions meant for tentative deduction of income-tax subject to regular assessment. The withholding tax is not the final liability to income-tax of an assessee. For rate of tax applicable to an assessee, please refer Notes 1 and 2 below:

<b>Sr. No</b>	<b>Scenarios</b>	<b>Provisions</b>
<b>1</b>	Withholding tax rate on interest on NCD issued to Indian residents	<ul style="list-style-type: none"> <li>▶ Interest paid to residents other than insurance companies will be subject to withholding tax as per section 193 of the IT Act at the rate of 10 per cent.</li> <li>▶ No tax is required to be deducted on interest paid to an individual or a HUF, in respect of debentures issued by a company in which the public is substantially interested if; <ul style="list-style-type: none"> <li>• the amount of interest paid to such person in a financial year does not exceed INR 5,000; and</li> <li>• such interest is paid by an account payee cheque</li> </ul> </li> <li>▶ Further, no tax is required to be deducted on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. However, the FB, 2023 proposes to omit the aforesaid exemption.</li> </ul>
<b>2</b>	Withholding tax rate on interest on NCD issued to	<ul style="list-style-type: none"> <li>▶ Interest on NCD issued to FII may be eligible for concessional withholding tax rate of 5 per cent under section 194LD of the IT Act, provided the interest coupon on such NCDs does not exceed the rates as notified by the Central Government.</li> </ul>

Sr. No	Scenarios	Provisions
	Foreign Portfolio Investor (FII)	<ul style="list-style-type: none"> <li>○ Conditions to avail lower withholding tax rate of 5 percent are as under: <ul style="list-style-type: none"> <li>a. Interest should be payable on or after 01 June 2013 but before 01 July 2023 in respect of investments made in (i) rupee denominated bond of an Indian Company; or (ii) a government security.</li> <li>b. Interest coupon on such NCDs should not exceed the rates as notified by the Central Government.</li> </ul> </li> <li>▶ Interest to a non-resident, not being a company or to a foreign company by a specified company or a business trust, may alternatively be eligible for concessional tax rate of 5 per cent under section 194LC(2)(ia) of the IT Act in respect of monies borrowed by it from a source outside India by way of issue of rupee denominated bond before the 1<sup>st</sup> day of July 2023.</li> </ul> <p>The FB, 2023 proposes to extend the applicability of section 194LC of the IT Act with the following modification:</p> <ol style="list-style-type: none"> <li>1. The provisions of section 194LC of the IT Act shall continue to apply to monies borrowed from a source outside India by way of issue of long-term bond or rupee denominate bond <b><u>on or after 1 July 2023</u></b>.</li> <li>2. The <b><u>rate of tax</u></b> in case of the aforesaid borrowings shall be <b><u>9 per cent</u></b>.</li> <li>3. With respect to the <b><u>borrowings made prior to 1 July 2023</u></b>, the provisions of section 194LC of the IT Act, as they applied at that time, shall continue to apply <i>sans</i> the modification discussed <i>supra</i>.</li> <li>4. No extension of date for payment of interest in case of section 194LD of the IT Act has been proposed by the FB, 2023. Where such remains the case, interest therein shall then be subject to tax at the rate of 20% (excluding applicable surcharge and cess) subject to availability of DTAA benefits.</li> </ol> <ul style="list-style-type: none"> <li>▶ Withholding rate will be increased by surcharge as applicable (Refer Note 2) and a health and education cess of 4 per cent on the amount of tax plus surcharge as applicable. However, where the withholding is done as per the rate of tax provided under the relevant DTAA, the said rate shall not be required to be increased by a surcharge and health and education cess.</li> </ul>
3	Withholding tax rate on interest on NCD issued to non-residents other than FIIs	<ul style="list-style-type: none"> <li>▶ Interest payable to non-resident (other than FII) would be subject to withholding tax at the rate of 30 per cent/ 40 per cent as per the provisions of section 195 of the IT Act subject to relief under the relevant DTAA depending upon the status of the non-resident.</li> <li>▶ Alternatively, benefits of concessional rates of 5/ 9 per cent under section 194LC of the IT Act provided the said interest falls within the ambit of the provisions of section 194LC of the IT Act and meets the conditions mentioned therein which <i>inter-alia</i> includes the loan / bond being issued prior to/ on or after 1<sup>st</sup> July 2023, obtaining approval from the Central Government with respect to the rate of interest, etc.</li> <li>▶ Withholding rate will be increased by surcharge as applicable (Refer Note 2) and a health and education cess of 4 per cent on the amount of tax plus surcharge, as applicable.</li> </ul>

Sr. No	Scenarios	Provisions
4	Withholding tax rate on purchase of 'goods'	<ul style="list-style-type: none"> <li>▶ As per section 194Q of the IT Act, any sum payable by a 'buyer' to a resident for purchase of 'goods' of the value exceeding INR 50 Lakhs shall be liable to withholding at the rate of 0.1 percent.</li> <li>▶ Buyer means a person whose total sales, turnover or gross receipts from the business carried on by him exceeds INR 10 crores in the financial year immediately preceeding the financial year in which the purchase is carried out.</li> <li>▶ TDS shall not be applicable where; <ul style="list-style-type: none"> <li>a. Tax is deductible under any of the provisions of the IT Act; or</li> <li>b. Tax is collectible under the provisions of section 206C of the IT Act other than a transaction to which section 206C(1H) of the IT Act applies</li> </ul> </li> <li>▶ The CBDT has issued Circular No 13 of 2021 dated 30 June 2021 laying down guidelines under section 194Q of the IT Act. It <i>inter alia</i> provides that TDS under section 194Q of the IT Act shall not apply to transaction in securities and commodities which are traded through recognised stock exchanges or cleared and settled by the recognised clearing corporation (including exchanges or corporation located in IFSC).</li> <li>▶ Given that the Circular does not provide clarity in respect of shares/ securities traded off-market, it is advisable that the investors obtain specific advice from their tax advisors regarding applicability of these provisions.</li> </ul>

#### F. Requirement to furnish PAN under the IT Act

- i. Section 139A(5A) requires every person from whose income tax has been deducted under the provisions of chapter XVIIB of the IT Act, to furnish his PAN to the person responsible for deduction of tax at source.
- ii. As per provisions of section 206AA of the IT Act, the payer would be obliged to withhold tax at higher of the following rates in case the deductee has not furnished PAN to the payer:
  - (i) at the rate in force specified in the relevant provision of the IT Act; or
  - (ii) at the rates in force; or
  - (iii) at the rate of twenty per cent

Section 206AA of the IT Act provides that the provisions shall not apply to non-residents in respect of payment of interest on long-term bonds as referred to in section 194LC and any other payment subject to such conditions as may be prescribed.

Further, as per Rule 37BC of the Income-tax Rules, 1962 ('the Rules'), the provisions of section 206AA shall not apply to non-residents where the non-residents provide the following information to the payer of such income:

- Name, email-id, contact number;
- Address in the country or specified territory outside India of which the deductee is a resident;
- A certificate of his being resident in any country or specified territory outside India from the government of the other country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
- Tax Identification Number of the deductee in the country or specified territory of his residence and in a case, no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

Where an incorrect PAN is provided, it will be regarded as non-furnishing of PAN and TDS shall be deducted as mentioned above, apart from any other penal consequences that may ensue.

iii. Further, as per section 206AB of the IT Act, with effect from 1 July 2021, payments made to specified persons will be subject to TDS at rate which is higher of the following:

- twice the rate specified in the relevant provision of the IT Act; or
- twice the rate or rates in force; or
- the rate of 5%

In cases, where both section 206AA and section 206AB of the IT Act are applicable, taxes shall be deducted at higher of the rate prescribed under both the sections.

For the purpose of section 206AB of the IT Act, specified person means any person-

- Who has not filed an income-tax return for the AY relevant to the previous year immediately preceding the previous year in which tax is required to be deducted, and the prescribed time limit to file the income-tax return has expired;
- The aggregate amount of TDS is INR 50,000 or more in each of these previous years

But other than a non-resident who does not have a permanent establishment in India. Further, FB, 2023 proposes to carve-out from the definition of 'specified person' under section 206AB of the IT Act, a person who is not required to file/ furnish a return of income and who, in that behalf, is notified by the Central Government *vide* the Official Gazette.

#### G. General Anti Avoidance Rules ("GAAR")

The General Anti Avoidance Rule ("GAAR") was introduced in the IT Act by the Finance Act, 2012. The Finance Act, 2015 made the provisions of GAAR applicable prospectively from 1 April 2017. Further, income accruing, arising, deemed to accrue or arise or received or deemed to be received by any person from transfer of investments made up to 31 March 2017 would be protected from the applicability of GAAR.

#### H. Exemption under Section 54F of the IT Act

Exemptions may be claimed from taxation of LTCG if investments in certain specified securities/assets is made subject to fulfillment of certain conditions.

Section 54F of the IT Act exempts long-term capital gains on transfer of any long-term capital asset (other than a residential house), held by an individual or HUF, if the net consideration is utilized to purchase/ construct a residential house within the specified timelines.

##### Note 1: Tax Rates

##### Resident Individuals and Hindu Undivided Families:

The Finance Bill, 2023 has proposed to amend section 115BAC of the IT Act by, *inter alia*, inserting sub-section (1A) thereto to provide that the tax regime provided under section 115BAC of the IT Act shall be the default tax regime applicable in case of an individual, HUF, AOP (other than a co-operative society), body of individual or artificial juridical, beginning with the financial year 2023-24, except where the assessee specifically opts to be governed by the erstwhile regime.

In such cases, the following shall be the rate of tax applicable:

Slab	Tax rate
<b>Total income up to INR 3,00,000</b>	Nil
<b>More than INR 3,00,000 but up to INR 6,00,000</b>	<b>5 per cent of excess over INR 3,00,000</b>
<b>More than INR 6,00,000 but up to INR 9,00,000</b>	<b>10 per cent of excess over INR 6,00,000 + INR 15,000</b>
<b>More than INR 9,00,000 but up to INR 12,00,000</b>	<b>15 per cent of excess over INR 9,00,000 + INR 45,000</b>

Slab	Tax rate
More than INR 12,00,000 but up to INR 15,00,000	20 per cent of excess over INR 12,00,000 + INR 90,000
More than INR 15,00,000	30 per cent of excess over INR 15,00,000 + INR 1,50,000

In computing the income-tax under the new regime, certain deductions like standard deduction available to salaried taxpayers, etc., shall be allowed. However, most of the deductions/exemptions such as section 80C, 80D, etc. would need to be foregone.

A resident individual (whose total income does not exceed Rs 7,00,000) whose income is chargeable to tax under the proposed sub-section (1A) of section 115BAC can avail rebate under section 87A. It is deductible from income tax before calculating health and education cess. The amount of rebate available would be 100 per cent of income-tax chargeable on his total income or Rs 25,000, whichever is less. Further, where the total income exceeds Rs 7,00,000, the assessee shall be entitled for deduction of an amount equal to the amount by which the income-tax payable on the total income exceeds the amount by which the total income exceeds Rs 7,00,000.

Where the assessee as stated above, specifically opts to be governed by the erstwhile regime, the income earned by assessee should be liable to tax as per the applicable slab rates (plus applicable surcharge and health and education cess) based on the taxable income of such assessee. The slab rates applicable to such investors (other than resident individuals aged 60 years or more) are as follows:

Income	Tax rate*
Up to INR 2,50,000#	NIL
Exceeding INR 2,50,000 up to INR 5,00,000@	5 per cent of the amount by which the total income exceeds INR 2,50,000
Exceeding INR 5,00,000 up to INR 10,00,000	20 per cent of the amount by which the total income exceeds INR 5,00,000 plus INR 12,500\$
Exceeding INR 10,00,000	30 per cent of the amount by which the total income exceeds INR 10,00,000 plus INR 112,500\$

@A resident individual (whose total income does not exceed Rs 500,000) can avail rebate under section 87A. It is deductible from income tax before calculating health and education cess. The amount of rebate available would be 100 per cent of income-tax chargeable on his total income or Rs 12,500, whichever is less.

\* plus surcharge if applicable and a health and education cess ('cess') of 4 per cent on the amount of tax plus surcharge, if applicable).

# for resident senior citizens of sixty years of age and above but below eighty years of age, Rs 250,000 has to be read as Rs 300,000 and for resident senior citizens of eighty years of age and above ("super senior citizen) Rs 250,000' has to be read as Rs 500,000.

\$Similarly, for resident senior citizens of sixty years of age and above but below eighty years of age, Rs 12,500 has to be read as Rs 10,000 and Rs 112,500 has to be read as Rs 110,000. And for super senior citizen Rs 12,500 has to be read as Nil and Rs 112,500 has to be read as Rs 100,000.

### Partnership Firms & LLP's:

The tax rates applicable would be 30 per cent (plus surcharge if applicable – Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge, if applicable).

### Domestic Companies:

Type of Domestic company	Base normal tax rate on income (other than income chargeable at special rates)	Base MAT rate
Domestic companies having turnover or gross receipts of upto Rs 400 Cr in FY 2020-21 (For AY 2023-24) and in FY 2021-22 (For AY 2024-25)	25 per cent	15 per cent

Type of Domestic company	Base normal tax rate on income (other than income chargeable at special rates)	Base MAT rate
Domestic manufacturing company set-up and registered on or after 1 March 2016 subject to fulfilment of prescribed conditions (Section 115BA)	25 per cent	15 per cent
Any domestic company (even if an existing company or engaged in non-manufacturing business) has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAA)	22 per cent	Not applicable
Domestic manufacturing company set-up and registered on or after 1 October 2019 and commences manufacturing upto 31 March 2024, has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAB)	15 per cent	Not applicable
Domestic companies not falling under any of the above category	30 per cent	15 per cent

Note 2: Surcharge (as applicable to the tax charged on income)

**Non-corporate assessees (other than firm, co-operative societies and FIIs):**

Particulars	Rate of Surcharge
Where total income (including dividend income and income under the provisions of section 111A, section 112A and section 112 of the IT Act) does not exceed Rs 50 lacs	Nil
Where total income (including dividend income and income under the provisions of section 111A, section 112A and section 112 of the IT Act) exceeds Rs 50 lacs but does not exceed Rs 1 crore	10 per cent on total tax
Where total income (including dividend income and income under the provisions of section 111A section 112A and section 112 of the IT Act) exceeds Rs 1 crore but does not exceed Rs 2 crore	15 per cent on total tax
Where total income (excluding dividend income and income under the provisions of section 111A, section 112A and 112 of the IT Act) does not exceed Rs 2 crore but total income (including dividend income and income under the provisions of section 111A, section 112A and 112 of the IT Act) exceeds Rs 2 crore	15 per cent on total tax <i>The Finance Act, 2022 from FY 2022-23 has capped the surcharge rates for long-term gains chargeable to tax under section 112 of the IT Act.</i>
Where total income (excluding dividend income and income under the provisions of section 111A, section 112A and section 112 of the IT Act) exceeds Rs 2 crore	<ul style="list-style-type: none"> <li>- 25 per cent on tax on income excluding dividend income and income under the provisions of section 111A, section 112A and section 112 of the IT Act</li> <li>- 15 per cent on tax on dividend income and income under the provisions of section 111A section 112A and section 112 of the IT Act.</li> </ul> <i>The Finance Act, 2022 from FY 2022-23 has capped the surcharge rates for long-term gains chargeable to tax under section 112 of the IT Act as well.</i>

**Note:** The Finance Act, 2022 from FY 2022-23 has capped the surcharge rates for long-term gains chargeable to tax under section 112 of the IT Act as well.

As per amendment proposed by the Finance Bill, 2023, the maximum surcharge rate in case of capital gains chargeable to tax under section 112 of the IT Act, in case of an assessee being an individual, HUF, AOP (not being a co-operative society), BOI or artificial juridical person is also proposed to be capped to 15%.

**FIIIs (Non – corporate):**

Particulars	Rate of Surcharge
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) does not exceed Rs 50 lacs	Nil
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 50 lacs but does not exceed Rs 1 crore	10 per cent on total tax
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 1 crore but does not exceed Rs 2 crore	15 per cent on total tax
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) does not exceed Rs 2 crore but total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 2 crore	15 per cent on total tax
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 2 crore	<ul style="list-style-type: none"> <li>- 25 per cent on tax on income excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act</li> <li>- 15 per cent on tax on dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act</li> </ul>

*Note: The FB, 2023 proposes to cap the highest surcharge rate to 25 per cent.*

**For assesseees other than those covered above:**

Particulars	Rate of surcharge applicable
<b>Non-corporate taxpayers being firms and co-operative societies</b>	<b>Nil where total income does not exceed Rs 1 crore</b>
	<b>From FY 2022-23 7 per cent where total income exceeds Rs 1 crore but does not exceed Rs 10 crore</b>
	<b>From FY 2022-23 12 per cent where total income exceeds Rs 10 crore</b>
<b>Domestic companies (other than companies availing benefit under section 115BAA and section 115BAB of the IT Act)</b>	<b>Nil where total income does not exceed Rs 1 crore</b>
	<b>7 per cent where total income exceeds Rs 1 crore but does not exceed Rs 10 crore</b>
	<b>12 per cent where total income exceeds Rs 10 crore</b>



Particulars	Rate of surcharge applicable
Domestic companies availing benefit under section 115BAA and section 115BAB of the IT Act	10 per cent (irrespective of total income)
Foreign Companies (including corporate FIIs)	Nil where total income does not exceed Rs 1 crore
	2 per cent where total income exceeds Rs 1 crore but does not exceed Rs 10 crore
	5 per cent where total income exceeds Rs 10 crore

*A health and education cess of 4 per cent is payable on the total amount of tax plus surcharge.*

Notes:

- The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of NCD.
- The above statement covers only certain relevant direct tax law benefits and does not cover benefit under any other law.
- The above statement of possible tax benefits is as per the current direct tax laws (read along with the amendments proposed by the FB, 2023) relevant for the AY 2024-25 corresponding to the FY 2023-24.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the NCD of the Company.
- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

## MATERIAL DEVELOPMENTS

### Material developments since the date of filing of Shelf Prospectus

Except as disclosed elsewhere in this Tranche II Prospectus and the information provided below there are no recent material developments or material changes in relation to our Company since the filing of the Shelf Prospectus with the ROC, BSE and SEBI, including in respect of disclosure under the below sections titled “**Risk Factors**”, “**Our Business**”, “**History and Main Objects**”, “**Management**”, and “**Our Promoters**”.

All disclosures made in this Tranche II Prospectus, read together with the Shelf Prospectus, with respect to this Tranche II Issue are true, fair and adequate to enable the prospective investors to make a well-informed decision in this Tranche II Issue and does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances in which they were made, not misleading.

#### A. Risk Factors

1. The following information should be read with Risk factor 4, “**High levels of customer defaults and the resultant non-performing assets could adversely affect our business, financial condition, results of operations and future financial performance**” beginning on page 21 of the Shelf Prospectus.

Our credit business involves lending money and accordingly, we are subject to risks of customer default, which includes default or delays in repayment of principal and/or interest on the loans we provide to customers. Customers may default on their obligations as a result of various factors, including certain external factors, which may not be within our control such as developments in the Indian economy and the real estate market, movements in global markets, changes in interest rates, changes in regulations, government policies and the impact of the COVID-19 pandemic. Any negative trends or financial difficulties affecting our customers could increase the risk of their default. Our customers could also be adversely affected by factors such as, bankruptcy, lack of liquidity, lack of business and operational failure. If our customers fail to repay loans in a timely manner or at all, then our results of operations, cash flows and financial condition will be adversely impacted. If we are not able to successfully manage the risks associated with lending to these customers, then it may become difficult for us to make recoveries on these loans. We may also experience higher delinquency rates due to prolonged adverse economic conditions or a sharp increase in interest rates. Any increase in delinquency rates could result in a reduction in our total interest income (i.e., our accrued interest income from loans, including any interest income from credit substitutes) and as a result, lower revenue from our operations, while increasing our costs due to increased expenses associated with the servicing and collection of delinquent loans. We may also be required to make loss provisions in respect of loans to such customers in accordance with applicable regulations and, in certain cases, may be required to write-off such loans. This is also corroborated by the fact that our loan loss provisions and write offs have been at an elevated levels during the past year or two.

We have previously faced certain instances of customers defaulting and/or failing to repay dues in connection with loans or finance provided by us. We have, in certain instances, initiated legal proceedings to recover amounts due from delinquent customers. For further details in relation to some of such litigations, see “*Outstanding Litigations*” on page 85 of this Tranche II Prospectus. Customer defaults could also adversely affect our levels of NPA and increase our provisions made for our NPA, which could in turn adversely affect our operations, cash flows and profitability. Our Gross NPA for our three credit entities were 2.65%, 2.51%, 6.71% and 3.20% of our gross advances as at September 30, 2022, March 31 2022, 2021 and 2020, respectively. Our Net NPA for our three credit entities were 1.93%, 1.80%, 5.84% and 2.75% of our gross advances as at September 30, 2022, March 31 2022, 2021 and 2020, respectively. Though there can be no assurance that the trend of improvement in the asset quality will be maintained in the future. As our loan portfolio matures, we may experience increased defaults in principal or interest repayments. If we are not able to control or reduce our level of NPA, the overall quality of our loan portfolio may deteriorate, and our results of operations may be adversely affected. Our total provision cover for our three credit entities was 202.42%, 188.79%, 70.46% and 144.09% as at September 30, 2022, March 31, 2022, 2021 and 2020, respectively. Our loan loss provisions may not be comparable to that of other similar financial institutions. There can be no assurance that there will be no further deterioration in our provisioning coverage ratio or that the percentage of NPA that we will be able to recover will be similar to our past experience in recovering our NPA. In the event of any deterioration in the quality of our loan portfolio, there could be further adverse impact on our results of operations. If we are unable to effectively perform credit appraisal, portfolio monitoring and recovery processes and the related deterioration in the credit quality of our loan portfolio, the proportion of NPA in our loan portfolio could increase, which would, in turn, have a material adverse effect on our business, results of operations, cash flows and financial condition.

2. The following information should be read with Risk factor 8, ***“We and certain of our Promoters and Directors, group companies, Subsidiaries are involved in certain legal and other proceedings and there can be no assurance that we and our Promoters and Directors, group companies, Subsidiaries will be successful in any of these legal actions. In the event we are unsuccessful in litigating any of the disputes, our business and results of operations may be adversely affected.”*** beginning on page 23 of the Shelf Prospectus.

We are involved in certain legal proceedings, including civil suits, criminal proceedings, and tax disputes. These legal proceedings are pending at different levels of adjudication before various courts, authorities and tribunals. Some of our Promoters and Directors, group companies, Subsidiaries have been named as parties to criminal and regulatory proceedings, which are currently pending. For further details in relation to legal proceedings, among other things, involving us and certain of our Promoters and Directors, group companies, Subsidiaries, see “Outstanding Litigations” on page 85 of this Tranche II Prospectus.

We are required to devote management and financial resources in defence or prosecution of these disputes. There can be no assurance that these disputes will not be determined against us or that we will not be required to pay all or a portion of the disputed amounts or that we will be able to recover amounts for which we have filed recovery proceedings. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs may be substantial and not recoverable. There can also be no assurance that similar proceedings will not be initiated against us in the future.

3. The following information should be read with Risk factor 31, ***“We are a widely regulated business and revisions to laws and regulations, or regulatory investigations may have a material adverse effect on our business, results of operations, cash flows and financial condition.”*** beginning on page 34 of the Shelf Prospectus.

Our subsidiaries are regulated by and report to a wide variety of Indian regulatory bodies, including RBI, NHB, SEBI, IRDAI and other regulators, each of which promulgate guidelines governing a wide variety of activities, including but not limited to capital adequacy, investment and credit exposure, reserves and other prudential norms.

Our largest subsidiary by revenue and assets, ECL Finance Limited, is regulated principally by the RBI and is subject to the RBI’s guidelines on the regulation of the NBFC-ND-Sis. The RBI also regulates the credit flow by banks to NBFCND-Sis and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to the NBFC-ND-Sis. In order to provide enhanced control, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented.

RBI had issued a Discussion Paper on January 22, 2021 proposing a revised scale-based framework for NBFCs with increasing level of supervision and regulations with the scale. Now post receipt of public comments, RBI has decided to put in place the said framework which, may require NBFCs to adopt stricter norms for conducting their business which may affect their profitability and results of operations. The revised framework will be effective from October 1, 2022, i.e. approximately one year time period has been provided for implementing the new guidelines.

Our life and general insurance subsidiaries are regulated by IRDAI. The laws and regulations governing the insurance industry cover a wide variety of issues, including foreign investment, solvency requirements, investments, money laundering, privacy, record keeping, marketing and selling practices, and have become increasingly complex over time. Any change in the policies of the IRDAI, including in relation to investment or provisioning, may result in our inability to meet such increased or changed requirements as well as require us to increase our coverage to relatively riskier segments. In addition, the Insurance Act, 1938 and regulations issued by the IRDAI could restrict our insurance subsidiaries’ operating flexibility as it restricts the types of capital that can be issued by an insurer in India to equity shares having a single face value, preference share capital, subordinated debt instruments and any other debt instrument as may be permitted by the IRDAI. Accordingly, our insurance subsidiaries’ ability to issue capital of varied nature is limited. In addition, the Insurance Act, 1938 provides that appointment, reappointment or termination of a managing or whole-time director, a manager or a chief executive officer, of an insurance company shall be made only with the prior approval of the IRDAI. The regulations prescribed by IRDAI further require that the right to appoint a chairman who exercises a casting vote and the right to appoint a chief executive officer has to necessarily be appointed by the Indian promoters and/or investors or the board of directors of the insurance company. Further, according to the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, certain requirements are imposed on investments by insurers.

We are also subject to periodic inspections by RBI, NHB, SEBI, IRDAI and other regulators. In the past certain observations were made by the regulators during such inspections regarding our business and operations. These observations relate to, amongst others, financial aspects such as calculation of CRAR in our NBFC, operational

aspects such as data errors and use of customer data, and governance aspects such as formulation of fit and proper criteria for appointment of directors on one of the Subsidiaries. While we generally respond to the observations issued by the regulators in the inspection reports, we cannot assure you that such responses would be found to be acceptable by the regulators in all cases. For instance, Edelweiss Rural and Corporate Services Limited has, in the past, been subject to penalties arising out of inspections carried out by the FMC and the MCX. While we attempt to be in compliance with all regulatory provisions applicable to us, in the event we are not able to comply with the observations made by the regulators, we could be subject to supervisory actions, which may have a material adverse effect on our reputation, results of operations, cash flows and financial condition. For details of outstanding proceedings in this respect, see “*Outstanding Litigations*” on page 85 of this Tranche II Prospectus.

We are also subject to corporate, taxation and other laws in force in India. The abovementioned regulations are subject to frequent amendments, which may require us to restructure our activities, incur additional costs or could otherwise adversely affect our business and financial performance. Further, the guidelines promulgated by the regulators may overlap, which could lead to interpretational ambiguities and subject us to potential liability in case of divergent views. There can be no assurance that these regulatory bodies will not implement further regulations or policies, including legal interpretations of existing regulations, relating to or affecting interest rates, taxation, inflation or exchange controls, or otherwise take action, that may have an adverse impact on our subsidiaries. Further, if we are unable to comply with such regulatory requirements, our business and results of operations may be materially and adversely affected. The RBI, SEBI, NHB, IRDAI and other regulators in India and jurisdictions where we operate are empowered to impose and have in the past given administrative warnings and imposed penalties, including for matters such as failure to exercise adequate due diligence in case of certain public offerings on which we were mandated. We cannot predict the initiation or outcome of any current or future investigations by other authorities or different investigations by the regulators in India or in other jurisdictions we operate in. Past penalties imposed by the regulators have generated adverse publicity for our business. Such adverse publicity, or any future scrutiny, investigation, inspection or audit, which could result in fines, public reprimands, damage to our reputation, significant time and attention from our management, costs for investigations and remediation of affected customers, may materially adversely affect our business and financial results.

4. The following information should be read with Risk factor 55, “*We could be subject to claims by our customers and/or regulators for alleged mis-selling of our products*” beginning on page 44 of the Shelf Prospectus.

We carry on insurance business through ETLI and EGICL. These products are sold through their intermediaries, including individual agents or personal financial advisors, corporate agents, brokers and bancassurance partners, as well as certain of our employees. Intermediaries aid the customer in choosing the correct product by advising on appropriate benefits and affordable premiums, disclosing product features and advising on whether to continue with a particular product or switch products.

We also sell investment products through our investment advisory unit and wealth management units. Our investment advisory unit introduces and advises our customers as to the different types of products available for their investments and aids the customers in choosing appropriate products, which suits their risk profile. Our liability management operations and certain Subsidiaries also deal with foreign currency and derivative products and offer them to customers.

Under certain circumstances, customers may claim that our sales process is inadequate or that there was misconduct on the part of our employees or intermediaries at the time of signing of the policy contract or during the course of customer service. Such misconduct could include activities such as making non-compliant or fraudulent promises of high returns on investments and recommending inappropriate products and fund management strategies. We may be subject to claims by customers for such alleged instances of mis-selling. In some instances, we may also have paid a commission to the intermediary prior to a claim of mis-selling by our customers, and if we have to refund the customer but are unable to recover such commission, we might face significant losses. In addition, regulators may attribute the mis-selling activities of intermediaries to us and impose penalties on us for non-compliance with relevant laws and regulations.

It is also possible that a third party aggregates a number of individual complaints against us with the intention of obtaining increased negotiating power. This could result in significant financial losses to us as well as loss of our reputation. Further, persons may also misrepresent themselves as agents of us to defraud customers and such aggrieved customers, have filed and, in the future, may file complaints against us.

Cases of mis-selling, or recurring cases of mis-selling, which are sub-judice or initiated against us, could result in substantial claims and fines. We establish reserves for legal claims when payments associated with claims become probable and the costs can be reasonably estimated. We may still incur legal costs for a matter even if we have not

established a reserve. In addition, the actual cost of resolving a suit, proceeding or a legal claim may be substantially higher than any amounts reserved for that matter. The final outcome of any pending or future legal proceeding, depending on the remedy sought and granted, could materially adversely affect our results of operations, cash flows and financial condition. For more details see “Outstanding Litigations” on page 85 of this Tranche II Prospectus.

5. The following information should be read with Risk factor 12, ***“Our businesses require substantial operating capital and any disruption in the sources of its funding or an increase in its average cost of borrowings could have a material adverse effect on our liquidity and financial condition”*** beginning on page 24 of the Shelf Prospectus.

Our total borrowings on a consolidated basis was ₹ 2,11,876.72 million as at September 30, 2022 and on standalone basis was ₹ 24,929.47 million as on December 31, 2022.

6. The following information should be read with Risk factor 13, ***“Any downgrade in our credit ratings could increase interest rates for refinancing our outstanding borrowings, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to borrow on a competitive basis, which could adversely affect our business, financial condition, results of operations and cash flows”*** beginning on page 25 of the Shelf Prospectus.

As on the date of this Tranche II Prospectus, various rating agencies had rated our company’s long-term credit ratings as: “Acuité AA-/Negative (read as ACUITE double A minus rating with Negative outlook) (Outlook: Negative)”, “BWR AA-/Negative (BWR double A Minus)”, “CARE A+ (CARE Single A Plus; Outlook: Negative)”, “ICRA A+ (ICRA A Plus; Stable)”, “CRISIL AA- (read as CRISIL double A Minus) (Outlook : Negative)” and our short term credit ratings as CRISIL A1+ and CARE A1+.

The NCDs proposed to be issued under the 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 December 02, 2022, revalidated vide their letter dated February 6, 2023, with rating rationale dated December 01, 2022 and. Further, “ACUITE AA- (read as ACUITE double A minus with a ‘Negative’ outlook)” for an amount of ₹ 10,000 million by Acuite vide their rating letter dated December 07, 2022, revalidated vide their letter dated February 13, 2023, with rating rationale dated December 07, 2022. For rating letter, rationale and press release including the risk and key drivers mentioned therein, please refer to “Annexure A” and “Annexure B” of this Tranche II Prospectus.

Ratings reflect a rating agency’s opinion of our financial strength, operating performance, strategic position and ability to meet our obligations. As a diversified set of businesses, many of whom are dependent upon our ability to access capital, our liquidity and ongoing profitability are primarily dependent upon our timely access to, and the costs associated with raising capital. Our business is significantly dependent on funding from the debt capital markets and commercial borrowings. The demand for such funds is competitive and our ability to obtain funds at competitive rates will depend on various factors, including our ability to maintain positive credit ratings. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets. A reduction or withdrawal of the ratings may also adversely affect the market price and liquidity of the non-convertible debentures and our ability to access the debt capital markets. This would negatively affect our net interest margin and our business. Any downgrade of our credit ratings could also increase the possibility of additional terms and conditions being imposed upon future financing or refinancing arrangements. Any downgrade of our credit ratings could also accelerate the repayment of certain of our borrowings in accordance with the applicable covenants of our borrowing arrangements. Any such adverse development could adversely affect our business, results of operations, cash flows and financial condition.

We also face certain restrictions on our ability to raise money from international markets, which may further constrain our ability to raise funds at attractive rates. While our borrowing costs have been competitive in the past due to our ability to raise debt products, credit rating and our asset portfolio, we may not be able to offer competitive interest rates for loans to our customers if we are unable to access funds at an effective cost that is comparable to or lower than our competitors. This may adversely impact our business and results of operations.

7. The following information should be read with Risk factor 21, ***“Our indebtedness and the conditions and restrictions imposed by our financing arrangements and any default in compliance with the material covenants could restrict our ability to conduct our business and operations in the manner we desire”*** beginning on page 29 of the Shelf Prospectus.

As at March 31, 2022 our total borrowings (on a consolidated basis) were ₹ 2,27,109.83 million and as at December 31, 2022 our total borrowings (on a standalone basis) ₹ 24,929.47 million.

8. The following information should be read with Risk factor 27, ***“Our Statutory Auditors have included an emphasis of matter in their Auditors report on our audited standalone financial statements and audited consolidated financial statements as at and for years ended March 31, 2022, March 31, 2021 and March 31, 2020”*** beginning on page 32 of the Shelf Prospectus.

***Our Statutory Auditors have included an emphasis of matter in their Auditors report on our audited standalone financial statements and audited consolidated financial statements as at and for years ended March 31, 2022, March 31, 2021, March 31, 2020 and unaudited standalone financial results for the nine months period ended December 31, 2022***

Our Statutory Auditors have also included an emphasis of matter in their limited review report dated January 31, 2023, on our Q3 2023 Unaudited Standalone Financial Results for the nine months period ended December 31, 2022 with respect to inspection report dated January 12, 2023 received by our subsidiary ECL Finance Limited (“ECLF”) from RBI for the financial year 2021-2022. In the said inspection report, RBI has inter alia raised matter relating to the sharing of fair value gains of 199.41 crores between the ECLF and the Company. This pertains to exposure towards certain borrowers that are covered under the Shareholders' agreement between the Company, ECLF and an investor and the Risks & Rewards sharing agreement between the Company and ECLF. ECLF has provided its justifications for recording such fair value gains in its financial statements to RBI. Further, ECLF has informed to its Board of Directors in its meeting dated January 24, 2023 that recording and sharing of such fair value gains between the Company and ECLF is in accordance with such shareholder agreement referred above.

9. The following information should be read with Risk Factor 57, ***“Our results of operations could be adversely affected by any disputes with employees”*** beginning on page 45 of the Shelf Prospectus.

As of December 31, 2022, we employed 5,969 full-time employees on a consolidated basis excluding EWM employees. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business, results of operations, cash flows and financial condition.

10. The following information should be read with the Risk Factor 65, ***“This Shelf Prospectus includes certain unaudited financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited.”*** beginning on page 46 of the Shelf Prospectus.

This Tranche II Prospectus includes unaudited financial information in relation to our Company for the nine months ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 in respect of which the Auditors have issued their limited review report dated January 31, 2023. The Q3 2023 Unaudited Standalone Financial Results prepared by our Company in accordance with Regulation 33 and 52(2) of the SEBI LODR Regulations and The Q3 2023 Unaudited Consolidated Financial Results prepared by our Company in accordance with Regulation 33 of the SEBI LODR Regulations, have been subject only to a limited review and as described in Standard on Review Engagements (SRE) 2410, “Review of Interim Financial Information” Performed by the Independent Auditor of the Entity” issued by the ICAI, and not to an audit, any reliance by prospective investors on such Q3 Unaudited Financial Results for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 should, accordingly, be limited. Additionally, in accordance with applicable law, our Company is required to publish its quarterly financial information with the stock exchanges.

Any financial results published in the future may not be consistent with past performance. Accordingly, prospective investors should rely on their independent examination of our financial position and results of operations, and should not place undue reliance on, or base their investment decision solely on the financial information included in this Tranche II Prospectus.

11. ***We are subject to certain ongoing investigations by income tax authorities, outcome of which is currently not known to us.***

The income tax authorities conducted an investigation from March 2, 2023 to March 9, 2023, under section 132 of the Income Tax, 1961 at Edelweiss Financial Services Limited, and at its subsidiaries namely, Ecap Equities Limited, Edelweiss Rural and Corporate Services Limited, Allium Finance Private Limited, Edelweiss Asset Reconstruction Company Limited, ECL Finance Limited and Edel Finance Company Limited and requisite information was provided during the investigation to the income tax authorities. Subsequently, the Company has received a summon

dated March 9, 2023, under section 131 (1A) of the Income Tax Act, 1961 which was attended to by the Company on March 13, 2023. As on date of this Tranche II Prospectus, the Company and its above-mentioned subsidiaries have not received any information or quantification by the concerned income tax authorities in relation to any tax liabilities for the Company or its above mentioned subsidiaries. The Company believes that there is no significant impact on standalone or consolidated financial statements or results due to this investigation. The Company is extending its full cooperation with the concerned income tax authorities and its current internal assessment is that there is no material adverse impact, however, it is unable to comment on the final outcome of the investigation. In case of an adverse outcome, it may affect our business, financial condition, and results of operation.

12. ***We are in the process of amending the Articles of Association of our Company pursuant to the amendment to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 notified on February 02, 2023.***

Pursuant to the amendment to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 notified on February 02, 2023, our Company is required to amend our Articles of Association for appointment of a director nominated by any debenture trustee in line with the SEBI (Debenture Trustee) Regulations, 1993, as amended on or before September 30, 2023. In terms of Section 14 of the Companies Act, 2013, we cannot undertake any alteration in the Articles of Association without obtaining the shareholders' approval through a special resolution. We cannot assure that such approval from shareholders can be obtained in a timely manner. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

## **B. Our Business**

### **Overview**

The following information should be read with “*Our Business – Overview*” beginning on page 138 of the Shelf Prospectus:

We have a pan-India and international network with 238 domestic offices, and three international offices (total 241 offices) and employed 5,969 employees as at December 31, 2022, excluding EWM offices and employees.

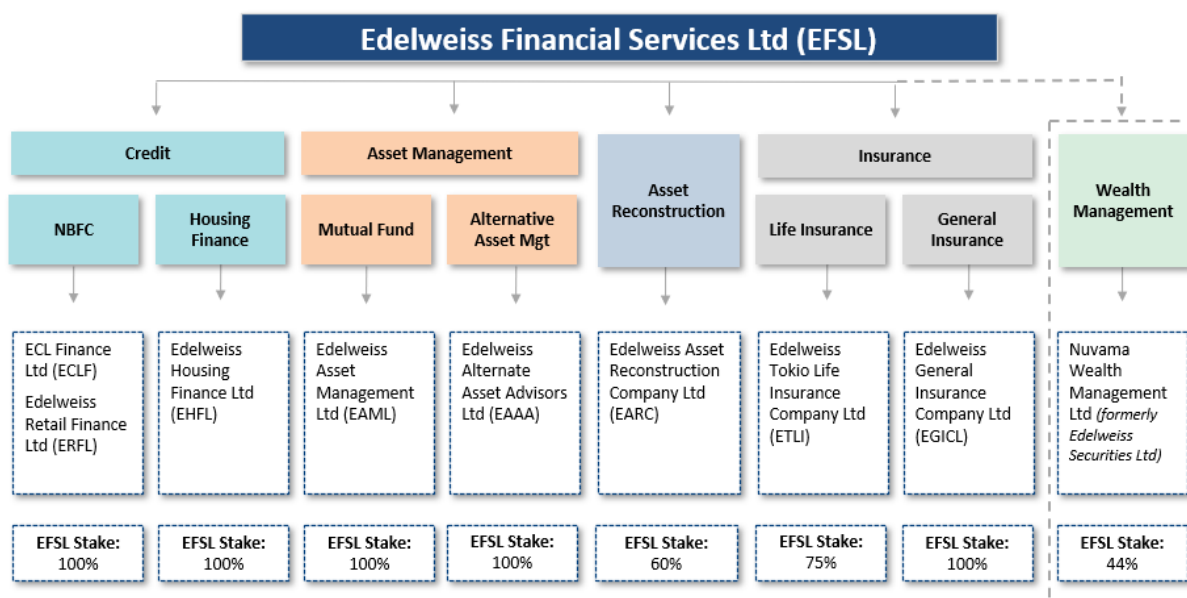
Our group comprises 28 subsidiaries and 11 associate companies as on the date of this Tranche II Prospectus. Our total income of the Company was ₹ 73,046.00 million for the year March 31, 2022, ₹ 33,933.10 million for the six months ended September 30, 2022 and ₹ 55,349.20 million for the nine month period ended December 31, 2022 on a consolidated basis. Our profit/(loss) attributable to owners of the Company was ₹ 1,887.84 million for the year ended March 31, 2022, was ₹ 935.90 million for the six months ended September 30, 2022 and was ₹ 1,948.50 million for the nine month period ended December 31, 2022 on a consolidated basis.

### **Our group structure**

The following information should be read with “*Our Business – Group Structure*” beginning on page 139 of the Shelf Prospectus:

Our group comprises 28 subsidiaries and 11 associate companies as on the date of this Tranche II Prospectus. Our principal business lines and major subsidiaries engaged in those business lines are as follows:

*[Remaining page intentionally left blank]*



## Our Strengths

### *Pan-India distribution network*

The following information should be read with “*Our Business – Our Strengths – Pan-India distribution network*” beginning on page 139 of the Shelf Prospectus:

Our pan-India and international network excluding EWM offices spanned across a total of 241 offices (including 238 domestic offices and three international offices) as at December 31, 2022.

The following map shows a snapshot of our pan-India distribution network of 238 domestic offices as at December 31, 2022.

*[Remaining page intentionally left blank]*





### Diversified funding profile

The following information should be read with “*Our Business – Our Strengths – Diversified funding profile*” beginning on page 141 of the Shelf Prospectus:

Our Total Borrowings on a consolidated basis were ₹2,27,109.83 million as at March 31, 2022 out of which ₹76,458.50 million were to mature in less than a year. Our Total Borrowings on a standalone basis was ₹24,712.18 million as on September 30, 2022. As on December 31, 2022, our Total Borrowings on a standalone basis was ₹ 24,929.47 million.

### Key Operational Parameters

The following information should be read with “*Our Business – Key Operational parameters*” beginning on page 152 of the Shelf Prospectus:

Our profit/(loss) was ₹ 828.30 million for the nine months period ended December 31, 2022 on a standalone basis. Our profit/(loss) attributable to owners of the Company was ₹ 1,948.50 million for the nine months period ended December 31, 2022 on a consolidated basis.

The following table sets forth the Key Operational and Financial Parameters on a standalone basis:

(₹ in million, unless otherwise stated)

Parameters	For the nine months period ended December 31, 2022
<b>Profit and Loss</b>	
Total Income	6,347.70
Revenue from Operations	2,660.40
Other income	3,687.30
Total Expenses	5,915.70
Profit / (Loss) before tax	432.00
Net Profit/(Loss) for the Period	828.30
Other comprehensive income/(loss)	0.00
Total comprehensive income/(loss)	828.30
Earning per share (Rs) (Face value Rs 1/- each)*	
(a) Basic	0.92
(b) Diluted	0.92

\* December 2022 numbers are not annualised

The following table sets forth the Key Operational and Financial Parameters on a consolidated basis:

(₹ in million, unless otherwise stated)

Parameters	For the nine months period ended December 31, 2022
<b>Profit and Loss</b>	
Total Income	55,349.20
Revenue from Operations	53,980.10
Other income	1,369.10
Total Expenses	53,936.40
Profit / (Loss) before tax	2,362.30
Net Profit/(Loss) for the Period	2,334.40
Other comprehensive income/(loss)	162.80
Total comprehensive income/(loss)	2,497.20
Earning per share (Rs) (Face value Rs 1/- each)*	
(a) Basic	2.17
(b) Diluted	2.17

## Our Credit Ratings

The following information should be read with “Our Business – Our Credit Ratings” beginning on page 157 of the Shelf Prospectus:

Credit Ratings for Edelweiss Financial Services Limited as on the date of this Tranche II Prospectus:

Credit Rating Agency	Instruments	Ratings
ACUITE	Long Term - NCD	ACUITE AA-/Negative
Brickwork	Long Term SPs	BWR PP-MLD AA-/Negative
Brickwork	Long Term NCDs	BWR AA-/Negative
CARE	Short-term – Commercial Paper	CARE A1+
CARE	Long Term - NCDs	CARE A+/Negative
CRISIL	Long Term SP	CRISIL PPMLD AA-/Negative
CRISIL	Long Term NCDs	CRISIL AA-/Negative
CRISIL	Short-term – Commercial Paper	CRISIL A1+
ICRA	Long Term - NCD	[ICRA]A+/Stable

## Our Business Approach

### Human Resources

The following information should be read with “*Our Business – Our Business Approach – Human Resources*” beginning on page 160 of the Shelf Prospectus:

Employee Inclusion and Diversity are an important element at the heart of Edelweiss. As at December 31, 2022, approximately 26% of our employees are women out of a total of 5,969 employees excluding EWM employees.

As at December 31, 2022, approximately 5% of our employees are in our centralised three-tiered leadership pool, comprising of Management Committee members, senior leaders and business leaders, each of whom undergo a structured engagement, communication and development programme during their membership period in the leadership pool. The tenure of the current batch of Emerging Leaders is over and its continuation is under review.

### Property

The following information should be read with “*Our Business – Our Business Approach – Property*” beginning on page 161 of the Shelf Prospectus:

We own the premises located at Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai, 400 098. In addition, we also own office premises at Kohinoor Towers in Mumbai and Fountainhead learning and development centre at Alibaug. As at December 31, 2022, we had 241 offices (including 238 domestic offices and three international offices) in around 132 cities (including 130 domestic and two international cities) and excluding EWM. Except the three owned properties mentioned above, other domestic office premises are on lease.

## C. Capital Structure

Post December 31, 2022, our Company has allotted Equity Shares pursuant to the ESOP 2011 and SAR 2019, as provided below:

Date of allotment	Nature of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Consideration	Cumulative no. of Shares	Cumulative Equity Share Capital (₹)	Cumulative Equity Share Premium (in ₹)
March 23, 2023	Allotment pursuant to ESOP scheme	21,750	1	61.00	Cash	943,122,965	943,122,965	31,700,650,642.80
		152,311		1		943,275,276	943,275,276	31,700,650,642.80

## D. History and Main Objects

The following information should be read with ‘*History and Main Objects*’ beginning on page 162 of the Shelf Prospectus:

### Details of any acquisition or amalgamation in the last one year

Our Company has not made any acquisition or amalgamation in the last one year prior to filing of this Tranche II Prospectus.

### Key Material Agreements and Material Contracts

The following information should be read with ‘*History and Main Objects - Key Material Agreements and Material Contracts*’ beginning on page 163 of the Shelf Prospectus:

*Amendment Agreement dated March 9, 2023 to the Amended and Restated Shareholders’ Agreement dated March 18, 2021 (“between our Company, Edelweiss Global Wealth Management Limited (“EGWML”), PAGAC Ecstasy Pte Ltd*

(the “**PAG Investor**”) and Nuvama Wealth Management Limited (“**Nuvama**”) (formerly Edelweiss Securities Limited) (“**Amendment Agreement**”)

Our Company along with EGWML, PAG Investor (PAG Investor and EGWML are collectively referred to as the “**Investor**”) and Nuvama entered into the Amendment Agreement to amend certain terms of the amended and restated shareholders’ agreement on March 18, 2021 (the “**ESL PAG SHA**”). The Amendment Agreement provided *inter alia*, that (i) the board of directors of Nuvama shall comprise of upto 15 directors (including the number of independent directors required to be appointed to the board under applicable law); (ii) Nuvama shall not issue any equity securities to any person without offering it to each shareholder in proportion to its shareholding in Nuvama; (iii) the quorum for a general meeting shall require presence in person, or by proxy, of at least one representative of the Investor at such meeting and the chairperson shall not have a casting vote.

### ***Subsidiary Companies***

As on the date of this Tranche II Prospectus, our Company has following subsidiaries:

1. ECap Securities & Investments Limited
2. Edelweiss Investment Adviser Limited
3. ECap Equities Limited (formerly known as Edel Land Limited)
4. Edel Finance Company Limited
5. Edelweiss Rural & Corporate Services Limited
6. EdelGive Foundation
7. ECL Finance Limited
8. Edelweiss Housing Finance Limited
9. Edelweiss Retail Finance Limited
10. Edelweiss Asset Reconstruction Company Limited
11. Edelweiss Alternative Asset Advisors Limited
12. Edelweiss Asset Management Limited
13. Edelweiss Trusteeship Company Limited
14. Allium Finance Private Limited
15. Edel Investments Limited
16. Edelcap Securities Limited
17. Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited)
18. Comtrade Commodities Services Limited
19. Edelweiss Securities and Investments Private Limited
20. Edelweiss Real Assets Managers Limited
21. Sekura India Management Limited
22. Edelweiss Tokio Life Insurance Company Limited
23. Zuno General Insurance Limited (formerly known as Edelweiss General Insurance Company Limited)
24. EC International Limited
25. Edelweiss Alternative Asset Advisors Pte. Limited
26. Edelweiss International (Singapore) Pte. Limited
27. Nuvama Investment Advisors LLC (formerly known as EAAA LLC)
28. Edelweiss Global Wealth Management Limited

### ***Associates***

As on the date of this Tranche II Prospectus, the below-mentioned entities ceased to be an associate of our Company w.e.f. March 30, 2023, pursuant to loss of significant influence over these companies.

1. Nuvama Wealth Management Limited
2. Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited)
3. Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)
4. Nuvama Clearing Services Limited (formerly known as Edelweiss Custodial Services Limited)
5. Nuvama Asset Management Limited (formerly known as ESL Securities Limited).
6. Nuvama Capital Services (IFSC) Limited (formerly Edelweiss Securities (IFSC) Limited)
7. Nuvama Investment Advisors Private Limited (formerly known as Edelweiss Investment Advisors Private Limited)
8. Nuvama Investment Advisors (Hongkong) Private Limited (formerly known as Edelweiss Securities (Hong Kong) Private Limited)
9. Nuvama Financial Services Inc (formerly known as Edelweiss Financial Services Inc.)
10. Nuvama Financial Services (UK) Limited (formerly known as Edelweiss Financial Services (UK) Limited)

## 11. Pickright Technologies Private Limited

### *Enterprises over which control is exercised by the Company*

As on March 30, 2023, our Company exercises control on the following enterprises:

- Edelweiss Multi Strategy Fund Advisors LLP
- Edelweiss Private Equity Tech Fund
- Edelweiss Value and Growth Fund
- India Credit Investment Fund II
- India Credit Investment Fund III
- Edelweiss Resolution Advisors LLP (upto July 1, 2022)
- EW Special Opportunities Advisors LLC (upto June 23, 2022)

- |  |                       |   |
|--|-----------------------|---|
| • EARC TRUST SC - 130  | • EARC TRUST SC - 373 | • EARC TRUST SC 441                             |
| • EARC SAF-2 TRUST   | • EARC TRUST SC - 374 | • EARC TRUST SC 447                             |
| • EARC TRUST SC - 238  | • EARC TRUST SC - 392 | • EARC TRUST SC 444                             |
| • EARC TRUST SC - 266  | • EARC TRUST SC - 395 | • EARC TRUST SC - 425                           |
| • EARC TRUST SC - 306  | • EARC TRUST SC - 393 | • EARC TRUST SC 451                             |
| • EARC TRUST SC - 332  | • EARC TRUST SC - 380 | • EARC TRUST SC 448                             |
| • EARC TRUST SC - 334  | • EARC TRUST SC - 387 | • EARC TRUST SC 449                             |
| • EARC TRUST SC - 344  | • EARC TRUST SC - 388 | • EARC TRUST SC 459                             |
| • EARC TRUST SC - 347  | • EARC TRUST SC - 375 | • EARC TRUST SC 443                             |
| • EARC TRUST SC - 351  | • EARC TRUST SC - 394 | • EARC TRUST SC 461                             |
| • EARC TRUST SC - 352  | • EARC TRUST SC - 385 | • EARC TRUST SC 477                             |
| • EARC TRUST SC - 357  | • EARC TRUST SC - 401 | • EARC TRUST SC - 293 (upto 31st December 2022) |
| • EARC TRUST SC - 360  | • EARC TRUST SC - 402 | • EARC TRUST SC - 318 (upto 31st December 2022) |
| • EARC TRUST SC - 363  | • EARC TRUST SC - 376 | • EARC TRUST SC - 321 (upto December 31, 2022)  |
| • EARC TRUST SC - 370  | • EARC TRUST SC - 406 | • EARC TRUST SC - 325                           |
| • EARC SAF 1 TRUST INVESTOR ACCOUNT (upto December 31, 2022) | • EARC TRUST SC - 377 | • EARC TRUST SC - 349 (upto December 31, 2022)  |
| • EARC TRUST SC - 6  | • EARC TRUST SC - 378 | • EARC TRUST SC - 223 (upto December 31, 2022)  |
| • EARC TRUST SC - 9  | • EARC TRUST SC - 396 | • EARC TRUST SC - 399 (upto December 31, 2022)  |
| • EARC TRUST SC - 102  | • EARC TRUST SC - 410 | • EARC TRUST SC - 342 (upto December 31, 2022)  |
| • EARC TRUST SC - 112  | • EARC TRUST SC - 405 | • EARC TRUST SC - 427                           |
| • EARC TRUST SC - 229  | • EARC TRUST SC - 428 | • EARC SAF-3 TRUST (upto December 31, 2022)     |
| • EARC TRUST SC - 245  | • EARC TRUST SC - 429 | • EARC TRUST SC - 7                             |
| • EARC TRUST SC - 251  | • EARC TRUST SC - 412 | • EARC TRUST SC 462                             |
| • EARC TRUST SC - 262  | • EARC TRUST SC - 415 | • EARC TRUST SC 481                             |
| • EARC TRUST SC - 297 (upto December 31, 2022)               | • EARC TRUST SC - 430 | • EARC TRUST SC 482                             |
| • EARC TRUST SC - 298  | • EARC TRUST SC - 413 | • EARC TRUST SC 442                             |
| • EARC TRUST SC - 308  | • EARC TRUST SC - 416 | • EARC TRUST SC 483                             |
| • EARC TRUST SC - 314  | • EARC TRUST SC - 417 | • EARC TRUST SC 484                             |

- EARC TRUST SC - 329
- EARC TRUST SC - 331
- EARC TRUST SC - 361
- EARC TRUST SC - 109
- EARC TRUST SC - 386
- EARC TRUST SC - 263
- EARC TRUST SC - 348
- EARC TRUST SC - 381
- EARC TRUST SC - 383
- EARC TRUST SC - 384
- EARC TRUST SC - 391
- EARC TRUST SC - 372
- EARC TRUST SC - 397
- EARC TRUST SC - 431
- EARC TRUST SC - 227
- EARC TRUST SC - 228
- EARC TRUST SC - 434
- EARC TRUST SC - 418
- EARC TRUST SC - 436
- EARC TRUST SC - 421
- EARC TRUST SC - 422
- EARC TRUST SC - 423
- EARC TRUST SC - 424
- EARC TRUST SC - 440

## E. Our Management

Please read the details of the Board of Directors in place of the details provided on page 171 of the Shelf Prospectus:

### *Details of Board of Directors as on the date of this Tranche II Prospectus:*

Name, designation, and DIN	Age (in years)	Address	Date of Appointment	Other directorships
Rashesh Shah Designation: Chairman and Managing Director DIN: 00008322	59	223/B Kalpataru Horizon-B, S. K. Ahire Marg, Worli, Mumbai 400 018, Maharashtra, India	<i>Date of appointment:</i> November 21, 1995 <i>Date of re-appointment:</i> April 1, 2022	<ul style="list-style-type: none"> <li>• ECL Finance Limited;</li> <li>• Edelweiss Asset Reconstruction Company Limited;</li> <li>• Edelweiss Tokio Life Insurance Company Limited;</li> <li>• Mabella Trustee Services Private Limited;</li> <li>• Rashesh &amp; Vidya Shah Family Foundation; and</li> <li>• Zuno General Insurance Limited (formerly known as Edelweiss General Insurance Company Ltd).</li> </ul>
Venkatchalam Ramaswamy Designation: Vice-Chairman & Executive Director DIN: 00008509	56	Flat No 2101/2201, Mangrishi Apartments, Kashinath Dhuru Road, Near Kirti College, Dadar West, Mumbai – 400028, Maharashtra, India.	<i>Date of appointment:</i> February 20, 1996 <i>Date of re-appointment:</i> April 1, 2022	<ul style="list-style-type: none"> <li>• ECL Finance Limited;</li> <li>• Edelweiss Asset Reconstruction Company Limited;</li> <li>• Edelweiss Alternative Asset Advisors Pte. Ltd.;</li> <li>• Edelweiss Asset Management Limited;</li> <li>• Edelweiss Real Assets Managers Limited; and</li> <li>• Edelweiss Global Wealth Management Limited.</li> </ul>
Himanshu Kaji Designation: Executive Director DIN: 00009438	57	C/5, C/7, Ishwar Niwas, Sicks Nagar, V. P. Road, Mumbai 400 004, Maharashtra, India	<i>Date of appointment:</i> November 1, 2011 <i>Date of re-appointment:</i> November 1, 2019	None
Vidya Shah Designation: Non-Executive Non-	56	223, Kalpataru Horizon B, S K Ahire Marg, Worli, Mumbai 400 018, Maharashtra,	<i>Date of appointment:</i> August 1, 2014	<ul style="list-style-type: none"> <li>• Edelgive Foundation;</li> <li>• Edelweiss Asset Reconstruction Company Limited;</li> </ul>

Name, designation, and DIN	Age (in years)	Address	Date of Appointment	Other directorships
Independent Director DIN: 00274831		India		<ul style="list-style-type: none"> <li>Foundation for Reinventing Governance;</li> <li>Kimyo Learning Private Limited;</li> <li>Mabella Trustee Services Private Limited;</li> <li>Toolbox India Foundation;</li> <li>Rashesh &amp; Vidya Shah Family Foundation;</li> <li>Foundation for Promotion of Sports and Games;</li> <li>Jan Sahas Foundation;</li> <li>Edel Finance Company Limited; and</li> <li>Vardhman Special Steels Limited.</li> </ul>
Biswamohan Mahapatra <i>Designation:</i> Independent Director DIN: 06990345	67	502, M1 Wing, Riddhi Gardens, Gen. A. K. Vaidya Marg, Malad (East), Mumbai 400 097, Maharashtra, India	<i>Date of appointment:</i> March 26, 2015 <i>Date of re-appointment:</i> July 26, 2018	<ul style="list-style-type: none"> <li>ECL Finance Limited;</li> <li>Edelweiss Housing Finance Limited;</li> <li>HDFC Credila Financial Services Limited;</li> <li>National Payments Corporation of India;</li> <li>NPCI International Payments Limited; and</li> <li>NPCI Bharat BillPay Limited.</li> </ul>
Ashok Kini <i>Designation:</i> Independent Director DIN: 00812946	77	B202, Mantri Pride Apts, Behind Madhavan Park, 1 <sup>st</sup> Block, Jayanagar, Bengaluru – 560011, Karnataka, India	<i>Date of appointment:</i> April 1, 2019 <i>Date of re-appointment:</i> April 1, 2022	<ul style="list-style-type: none"> <li>Fino Finance Private Limited;</li> <li>FinoPaytech Limited;</li> <li>Nihilent Limited; and</li> <li>Edelweiss Tokio Life Insurance Company Limited.</li> </ul>
Dr. Ashima Goyal <i>Designation:</i> Independent Director DIN: 00233635	67	A 301/302 Raheja Sherwood, Nirlon Compound, Behind Hub Mall, Off. Western Express Highway, Goregaon (East), Mumbai 400063, Maharashtra, India	<i>Date of appointment:</i> April 1, 2019 <i>Date of re-appointment:</i> April 1, 2022	<ul style="list-style-type: none"> <li>SBI General Insurance Company Limited</li> </ul>
Shiva Kumar <i>Designation:</i> Independent Director DIN: 06590343	70	D 61, Westend Heights, DLF Phase 5, Gurugram 122009, Haryana, India	<i>Date of appointment:</i> August 4, 2022	<ul style="list-style-type: none"> <li>UTI Trustee Company Private Limited;</li> <li>Edelweiss Real Assets Managers Limited;</li> <li>ECL Finance Limited;</li> <li>Edelweiss Asset Reconstruction Company Limited; and</li> <li>Vishuv Invest Private Limited</li> </ul>

### Remuneration of Directors

The Nomination and Remuneration Committee determines and recommends to the Board the compensation to Directors. The Board of Directors or the shareholders, as the case may be, approve the compensation to Directors. The tables set forth the details of the remuneration pertaining to the last three financial years which has been paid or was payable to the

Directors by our Company.

Please read the details of the remuneration paid to the Executive Directors in place of the details provided on page 174 of the Shelf Prospectus:

Details of remuneration paid to the Executive Directors for the period ended December 31, 2022 and during the Fiscals 2022, 2021 and 2020 by our Company (on a standalone basis):

(₹ in million, unless otherwise stated)

Name of Director	For the nine months period ended December 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Rashesh Shah	68.86	86.77	11.48	12.69
Venkatchalam Ramaswamy	55.97	65.58	9.36	11.20
Himanshu Kaji	26.21	41.59	10.77	11.91
Rujan Panjwani*	34.06	52.09	2.25	27.97

\*Retired by rotation with effect from September 2, 2022

Note: Information relating to remuneration paid to key managerial person mentioned above excludes provision made for gratuity and provision made for bonus which are provided for group of employees on an overall basis.

#### Details for the nine months ended December 31, 2022 and for the Fiscals 2022, 2021 and 2020 by our Subsidiaries and Associates:

Please read the details of the remuneration from our Subsidiaries and Associates in place of the details provided on page 175 of the Shelf Prospectus:

Our Directors do not receive any remuneration from our Subsidiaries and Associates except as mentioned below:

(₹ in million, unless otherwise stated)

Name of Director	Name of Subsidiary	For the nine months period ended December 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Rashesh Shah	ECL Finance Limited	-	-	-	37.50
Venkatchalam Ramaswamy	Nuvama Wealth Finance Limited	-	-	-	24.43
Himanshu Kaji	ECL Finance Limited	-	-	-	25.00
Rujan Panjwani^	ECap Securities & Investments Limited	0.84	9.97	5.36	-
	Edelweiss Rural & Corporate Services Limited	-	-	3.68	10.22
	Ecap Equities Limited (formerly known as Edel Land Limited)	3.34	-	-	-
Vidya Shah	Nuvama Wealth Finance Limited	-	-	-	4.24
	Edelweiss Rural & Corporate Services Limited	30.20	31.21	1.84	-
Biswamohan Mahapatra*	ECL Finance Limited	0.36	0.40	0.44	0.44
	Zuno General Insurance Limited (formerly known as Edelweiss General Insurance Company Limited)	-	-	-	0.14
	Edelweiss Housing Finance Limited	0.28	0.32	0.10	--
Kunnasagaran Chinniah*^	Nuvama Wealth Management Limited	2.66	2.88	0.46	0.10
	Edelweiss Finvest Limited#	-	-	-	0.14
	Edelweiss Tokio Life Insurance Company Limited	0.04	0.18	0.20	0.14
	ECL Finance Limited	0.32	0.30	0.12	0.08
	Edelweiss Rural and Corporate Services Limited	0.14	0.46	0.22	0.24



(₹ in million, unless otherwise stated)

Name of Director	Name of Subsidiary	For the nine months period ended December 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
	Nuvama Wealth Finance Limited	1.3	1.24	0.26	-
Navtej S. Nandra*^	Edelweiss Tokio Life Insurance Company limited	0.42	0.28	0.26	0.22
	Zuno General Insurance Limited (formerly known as Edelweiss General Insurance Company Limited)	0.14	0.20	0.24	0.24
	Nuvama Wealth Management Limited	2.76	2.86	-	-
P.N Venkatchalam*^	Nuvama Wealth Finance Limited	-	-	0.32	0.26
	Edelweiss Asset Reconstruction Company Limited	1.44	0.96	0.38	0.44
	Edelweiss Tokio Life Insurance Company limited	0.16	0.32	0.30	0.30
	ECL Finance Limited	0.24	0.40	0.44	0.48
	Edelweiss Housing Finance Limited	-	0.14	0.40	0.48
Ashok Kini*	Edelweiss Asset Reconstruction Company Limited	-	-	0.18	0.37
	Edelweiss Tokio Life Insurance Company limited	0.30	-	-	-
Shiva Kumar	Edelweiss Real Assets Managers Limited	0.30	-	-	-
	ECL Finance Limited	0.10	-	-	-
	Edelweiss Asset Reconstruction Company Limited	0.225	-	-	-

^Ceased as Director with effect from September 2, 2022

\*Sitting fees/ Commission paid to Independent Directors

#Merged with Edel Finance Company Limited

### Remuneration of Non-Executive Independent Directors

The Non-Executive Independent Directors are paid remuneration by way of sitting fees, commission and other expenses (travelling, boarding and lodging incurred for attending the Board/Committee meetings). The Non-Executive Non-Independent Directors are not paid any sitting fees.

Our Company pays sitting fees of ₹ 75,000 per meeting to the Non-Executive Independent Directors for attending the meetings of the Board and Committees thereof.

Apart from above, the Non-Executive Independent Directors are eligible for commission. The commission payable to the Non-Executive Independent Directors of our Company is as decided by the Board of our Company from time to time provided it does not exceed 1% percent of the net profit of our Company.

Please read the details of the remuneration paid to the Non-Executive Directors in place of the details provided on page 177 of the Shelf Prospectus:

The following table sets forth all compensation recorded by our Company (on a standalone basis) to the Non-Executive Directors for the nine months period ended December 31, 2022 and during the Fiscals 2022, 2021 and 2020:

(₹ in million, unless otherwise stated)

Name of Director	Nine months ended December 31, 2022		For Fiscal 2022		For Fiscal 2021		For Fiscal 2020	
	Commission*	Sitting Fees	Commission*	Sitting Fees	Commission*	Sitting Fees	Commission*	Sitting Fees
PN Venkatachalam*#	2.00	0.22	2.00	0.32	0.50	0.36	1.00	0.34
Berjis Desai@	-	-	2.00	0.28	0.50	0.50	1.00	0.26
Navtej S. Nandra*#	2.00	0.18	2.00	0.24	0.50	0.28	1.00	0.28
Kunnasagaran Chinniah*#	2.00	0.20	2.00	0.54	0.50	0.12	1.00	0.40
Biswamohan Mahapatra	2.00	0.275	2.00	0.26	0.50	0.34	1.00	0.34
Ashok Kini	2.00	0.255	2.00	0.12	0.50	0.12	-	0.10
Ashima Goyal	2.00	0.175	2.00	0.12	0.50	0.12	-	0.10
Vidya Shah	2.00	-	2.00	-	-	-	-	-
Shiva Kumar^	-	0.115	-	-	-	-	-	-

#Ceased as Director with effect from September 2, 2022

@Berjis Desai an Independent Director on our Board resigned with effect from November 6, 2021

^Shiva Kumar was appointed an Independent Director on our Board with effect from August 4, 2022.

\*Commission pertains to the immediately preceding Fiscal.

#### Other understandings and confirmations

None of the Director of our Company is a director or is otherwise associated in any manner with any company that appears in the list of the vanishing companies as maintained by the Ministry of Corporate Affairs, willful defaulter list maintained by the RBI or Export Credit Guarantee Corporation of India Limited or any other regulatory or governmental authority.

None of our Directors is, or was, a director of any listed company which has been or was delisted from any recognised stock exchange, during the term of his/her directorship in such company.

None of our Directors have committed any violation of securities laws in the past and no such proceedings are pending against any of our Directors.

None of our Directors is, or was, a director of any listed company, which has been or was delisted from any recognised stock exchange, during the term of his/her directorship in such company.

None of our Directors have been categorised as a wilful defaulter by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution. None of our Directors are in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

#### Borrowing Powers of the Board:

Pursuant to resolution passed by the shareholders of our Company on September 10, 2014 through a postal ballot and in accordance with provisions of 180(1)(c) and all other applicable provisions of the Companies Act and Articles of Association, the Board has been authorised to borrow sums of money as they may deem necessary for the purpose of the business of our Company, which together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed at any time, the aggregate of the paid-up capital of our Company and its free reserves (that is to say, reserves, not set apart for any specific purposes) by a sum not exceeding ₹100,000 million.

#### Interest of the Directors

As of the date of this Tranche II Prospectus, our Directors have not taken any loan from our Company. Except as disclosed in the Section "Related Party Transactions" on page 187 of the Shelf Prospectus, none of our Directors may be deemed to

be interested to the extent of consideration received/paid or any loans or advances provided to anybody corporate, including companies, firms, and trusts, in which they are interested as directors, members, partners or trustees. Further, none of our Directors' relatives have been appointed to an office or place of profit of our Company.

Except Rashesh Shah, Venkatchalam Ramaswamy, Vidya Shah and Aparna T.C. (Aparna T.C. is not a director of the Company), no other directors are interested in the promotion of the Company.

All the directors of our Company, including our independent directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them. All the non-executive independent directors of our Company are entitled to sitting fees for attending every meeting of the Board or a committee thereof and are also eligible for commission. The whole-time Directors of our Company are interested to the extent of remuneration paid for services rendered / ESOP granted, if any, as an officer or employee of our Company.

All the directors of our Company, including independent directors, may also be deemed to be interested to the extent of Equity Shares, if any, held by them or by companies, firms and trusts in which they are interested as directors, partners, members or trustees and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations. Except as otherwise stated in the Shelf Prospectus and this Tranche II Prospectus and statutory registers maintained by our Company in this regard, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Tranche II Prospectus in which the directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made with them. Our Company's directors have not taken any loan from our Company.

None of our Directors are interested in their capacity as a member of any firm or company and no sums have been paid or are proposed to be paid to any Director or to such firm or company in which he is interested, by any person, in cash or shares or otherwise, either to induce them to become, or to help them qualify as a director, or otherwise for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company.

No contribution has been made by the directors as part of the Issue or separately.

Further, Vidya Shah, Non-Executive Non-Independent Director of our Company, who is the spouse of Rashesh Shah, has been appointed as an employee in one of the Subsidiaries of our Company.

Except as disclosed hereinabove and the section titled "*Risk Factors*" on page 18 of the Shelf Prospectus and page 54 of this Tranche II Prospectus, the Directors do not have an interest in any venture that is involved in any activities similar to those conducted by our Company.

Except as stated in the sections titled "*Related Party Transactions*" on page 187 of the Shelf Prospectus and to the extent of compensation and commission if any, and their shareholding in our Company, our Directors do not have any other interest in our business.

Our Directors have no interest in any immovable property acquired or proposed to be acquired by our Company in the preceding two years of filing this Tranche II Prospectus with the RoC nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

No benefit/interest will accrue to our Promoters/Directors out of the objects of the issue.

#### **Details of change in Directors for the nine months ended December 31, 2022 and for the Fiscals 2022, 2021 and 2020**

As of the date of this Tranche II Prospectus, there have been no changes in our Directors for the aforementioned period, except as disclosed in the section "*Our Management*" on page 171 of the Shelf Prospectus.

#### **Debenture holding of Directors:**

As on December 31, 2022, none of the Directors of our Company hold any debentures issued by our Company.

**Shareholding of our Directors in our Company is as follows:**

As on December 31, 2022, the shareholding of our Directors in our Company is as follows:

Sr. No.	Name of the Director, Designation and DIN	No. of Equity Shares of ₹ 1 each	Number of Stock Options	% of total Equity Shares of our Company
1.	Rashesh Shah Chairman & Managing Director DIN: 00008322	145,601,730	-	15.44
2.	Venkatchalam Ramaswamy Vice Chairman & Executive Director DIN: 00008509	58,126,560	-	6.16
3.	Himanshu Kaji Executive Director DIN: 00009438	29,75,000	1,824,500	0.31
4.	Vidya Shah Non-Executive Non Independent Director DIN: 00274831	31,031,200	-	3.29

*Shareholding of Directors in Subsidiaries and Associate companies, including details of qualification shares held by Directors as on the date of this Tranche II Prospectus:*

As of the date of this Tranche II Prospectus, except the shares held in our Subsidiaries and Associate Companies as nominee of our Company, our Promoters do not hold any equity shares in our Subsidiaries and Associate Companies.

**F. Our Promoters****Other understanding and confirmations**

Our Company confirms that the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the Promoters, as available, and Permanent Account Number of Directors have been submitted to the BSE.

None of our Promoters and the relatives of the Promoters as per the Companies Act, have been identified as willful defaulters.

No violation of securities laws has been committed by our Promoters in the past or is currently pending against them except as disclosed in section titled “*Outstanding Litigations*” on page 85 of this Tranche II Prospectus.

None of our Promoters, was a promoter, director or person in control of any company which was delisted within a period of ten years preceding the date of this Tranche II Prospectus, in accordance with Chapter V of the SEBI Delisting Regulations.

Our Promoters are not restrained or debarred or prohibited from accessing the capital markets or restrained or debarred or prohibited from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

**Common pursuits of our Promoters**

None of our Promoters are engaged in businesses similar to ours.

**Interest of our Promoters in our Company**

Our Promoters do not propose to subscribe to the Issue and none of our Promoters have any interest in the promotion of the Issue.

**Equity share allotted to our Promoters in last three fiscal years**

As on the date of this Tranche II Prospectus, no equity shares have been allotted to the Promoters in the last three fiscal years.

#### **Payment of benefit to our Promoter in last three fiscal years**

Other than as disclosed under the “*Related Party Transactions*”, available at page 187 of the Shelf Prospectus and other than the dividend that may be declared and paid by our Company, our Company has not made payments of any benefits to the Promoter during the last three fiscals preceding the date of this Tranche II Prospectus.

#### **Details of shares pledged or encumbered by our Promoter**

No shares of the Company have been pledged or encumbered by our Promoter as of the date of this Tranche II Prospectus.

#### **Shareholding pattern of our Promoter in our Company as on December 31, 2022:**

<b>Name of Promoter shareholder</b>	<b>Total number of Equity Shares</b>	<b>Number of Equity Shares in demat form</b>	<b>Total shareholding as % of total no of Equity Shares</b>	<b>Number of Equity Shares pledged</b>	<b>% of Equity Shares pledged with respect to Equity Shares owned</b>
Rashesh Shah	145,601,730	145,601,730	15.44	-	-
Venkatchalam Ramaswamy	58,126,560	58,126,560	6.16	-	-
Vidya Shah	31,031,200	31,031,200	3.29	-	-
Aparna T.C	12,210,000	12,210,000	1.29	-	-

#### **Interest of our Promoters in property, land and construction**

Our Promoter does not have any interest in any property acquired by our Company within two years preceding the date of filing of this Tranche II Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

### SECTION III – FINANCIAL INFORMATION

#### FINANCIAL STATEMENTS

S.No.	Particulars	Page Number
1.	Q3 2023 Unaudited Consolidated Financial Results	F-1 to F-5
2.	Q3 2023 Unaudited Standalone Financial Results	F-6 to F-8

**Edelweiss Financial Services Limited**

Corporate Identity Number: L99999MH1995PLC094641  
Registered Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098  
Tel: +91-22-40094400 Fax: +91-22-40863610  
Website : www.edelweissfin.com


**Consolidated financial results for the quarter and nine months ended 31 December 2022**

Particulars	Quarter Ended			Nine Months Ended			(₹ in Crores)
	31 December 2022 (Reviewed)	30 September 2022 (Reviewed)	31 December 2021 (Reviewed)	31 December 2022 (Reviewed)	31 December 2021 (Reviewed)	31 March 2022 (Audited)	Year Ended
<b>1 Revenue from operations</b>							
(a) Interest income	733.45	851.13	687.15	2,281.14	2,250.59	3,045.48	
(b) Dividend income	6.20	8.73	6.68	24.69	19.70	25.65	
(c) Fee and commission income	349.23	310.96	375.59	970.69	1,033.23	1,443.83	
(d) Net gain / (loss) on fair value changes	577.49	464.81	119.50	922.03	699.02	724.44	
(e) Premium from insurance business	445.21	449.78	406.38	1,182.16	1,033.58	1,644.45	
(f) Other operating income	6.26	5.15	7.80	17.30	21.33	27.56	
<b>Total revenue from operations</b>	<b>2,117.84</b>	<b>2,090.56</b>	<b>1,603.10</b>	<b>5,398.01</b>	<b>5,057.45</b>	<b>6,911.41</b>	
<b>2 Other income</b>	<b>23.77</b>	<b>9.09</b>	<b>284.19</b>	<b>136.91</b>	<b>332.40</b>	<b>393.19</b>	
<b>3 Total income (1+2)</b>	<b>2,141.61</b>	<b>2,099.65</b>	<b>1,887.29</b>	<b>5,534.92</b>	<b>5,389.85</b>	<b>7,304.60</b>	
<b>4 Expenses</b>							
(a) Finance costs	646.14	645.92	704.05	1,918.45	2,254.77	2,984.11	
(b) Impairment on financial assets	87.73	29.70	44.05	104.31	19.31	42.27	
(c) Change in valuation of credit impaired loans (Refer note 4)	98.46	104.23	(102.81)	273.55	3.77	4.43	
(d) Employee benefits expense	272.03	262.15	385.16	683.39	850.10	1,064.27	
(e) Depreciation and amortisation expense	26.30	29.82	53.49	87.93	124.88	151.12	
(f) Change in insurance policy liability - actuarial	321.06	453.70	220.61	744.06	816.13	1,169.96	
(g) Policy benefits paid	158.68	115.97	115.39	405.83	357.73	512.59	
(h) Other expenses	430.53	452.63	362.78	1,176.12	901.33	1,245.11	
<b>Total expenses</b>	<b>2,040.93</b>	<b>2,094.12</b>	<b>1,782.72</b>	<b>5,393.64</b>	<b>5,328.02</b>	<b>7,173.86</b>	
<b>5 Profit / (loss) before share in profit / (loss) of associates and tax (3-4)</b>	<b>100.68</b>	<b>5.53</b>	<b>104.57</b>	<b>141.28</b>	<b>61.83</b>	<b>130.74</b>	
<b>6 Share in profit / (loss) of associates</b>	<b>37.34</b>	<b>37.09</b>	<b>22.80</b>	<b>94.95</b>	<b>79.97</b>	<b>96.65</b>	
<b>7 Profit / (loss) before tax (5+6)</b>	<b>138.02</b>	<b>42.62</b>	<b>127.37</b>	<b>236.23</b>	<b>141.80</b>	<b>227.39</b>	
<b>8 Tax expense</b>							
Current tax	30.09	39.22	33.65	111.40	89.58	107.77	
Deferred tax	(13.60)	(73.11)	17.53	(108.61)	(114.48)	(92.46)	
<b>9 Net profit / (loss) for the period (7-8)</b>	<b>121.53</b>	<b>76.51</b>	<b>76.19</b>	<b>233.44</b>	<b>166.70</b>	<b>212.08</b>	
<b>10 Other comprehensive income/(loss)</b>	<b>49.44</b>	<b>92.67</b>	<b>(28.98)</b>	<b>16.28</b>	<b>(40.83)</b>	<b>(119.44)</b>	
<b>11 Total comprehensive income / (loss) (9+10)</b>	<b>170.97</b>	<b>169.18</b>	<b>47.21</b>	<b>249.72</b>	<b>125.87</b>	<b>92.64</b>	
<b>12 Net profit / (loss) for the period attributable to:</b>							
Owners of the company	101.26	67.21	70.96	194.85	146.34	188.79	
Non controlling interests	20.27	9.30	5.23	38.59	20.36	23.29	
<b>Total</b>	<b>121.53</b>	<b>76.51</b>	<b>76.19</b>	<b>233.44</b>	<b>166.70</b>	<b>212.08</b>	
<b>13 Other comprehensive income / (loss) for the period attributable to:</b>							
Owners of the company	44.43	62.89	(13.84)	21.80	(18.06)	(73.29)	
Non controlling interests	5.01	29.78	(15.14)	(5.52)	(22.77)	(46.15)	
<b>Total</b>	<b>49.44</b>	<b>92.67</b>	<b>(28.98)</b>	<b>16.28</b>	<b>(40.83)</b>	<b>(119.44)</b>	
<b>14 Total comprehensive income / (loss) for the period attributable to:</b>							
Owners of the company	145.69	130.10	57.12	216.65	128.28	115.50	
Non controlling interests	25.28	39.08	(9.91)	33.07	(2.41)	(22.86)	
<b>Total</b>	<b>170.97</b>	<b>169.18</b>	<b>47.21</b>	<b>249.72</b>	<b>125.87</b>	<b>92.64</b>	
<b>15 Earnings Per Share (₹) (Face Value of ₹ 1/- each)</b>							
- Basic (Refer note 3)	1.13	0.75	0.79	2.17	1.64	2.11	
- Diluted (Refer note 3)	1.13	0.75	0.79	2.17	1.64	2.11	

**Notes:**

1 The consolidated financial results of Edelweiss Financial Services Limited ('EFSL' or 'the Company') and its subsidiaries and trusts (together referred as 'Group') and associates for the quarter and nine months ended 31 December 2022 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 31 January 2023.

2 The consolidated financial results of EFSL for the quarter and nine months ended 31 December 2022 have been subjected to limited review by the Statutory Auditors of the Company and the auditors have issued an unmodified review report.

3 Earnings per share for the quarters ended 31 December 2022, 30 September 2022, 31 December 2021 and nine months ended 31 December 2022 and 31 December 2021 are not annualised.

4 Change in valuation of credit impaired loans represents valuation movement of loans originated by consolidated ARC trusts.

5 Two Employee Welfare Trust(s) hold an aggregate 4,48,96,780 equity shares of the Company for incentive and welfare benefits for group employees as per extant applicable SEBI regulations. Pursuant to the exercise of right available under Regulation 29 of SEBI (Share Based Employee Benefits) Regulations, 2014, the Company has applied before the expiry date of 27 October 2019 for extension of the time limit for disposing of aforesaid equity shares. The said application is under consideration and approval for extension from SEBI is awaited as at date.

6 Nuvama Clearing Services Limited ('NCSL') (Formerly known as Edelweiss Custodial Services Limited), an associate of the Company challenged an order, by an investigating agency, marking lien on its clearing account, before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai ('ACMM'). Since the investigation against Anugrah Stock and Broking Pvt. Ltd. ('trading member'), for which NCSL was a clearing member, is still under process, the said Court contended that it had no objection to setting aside the lien order, upon NCSL providing an undertaking to keep sufficient assets unencumbered.

NCSL has provided undertaking to keep sufficient unencumbered assets amounting to ₹ 460.32 crores belonging to the Group and associate and the said lien order has been set aside. The above case which pending for hearing before ACMM, has now been transferred to the City Civil & Sessions Court under Maharashtra Protection of Interest of Depositors (In Financial Establishments) Act, 1999 (MPID). The matter has been listed for further hearing and there is no further update on this matter. During the quarter, the Edelweiss Rural & Corporate Services Limited (ERCSL) a subsidiary company, has transferred, such perpetual bond that was given as undertaking to investigating agencies, amounting to ₹ 195 crores to another subsidiary company i.e., Edel Finance Company Limited in accordance with undertaking submitted to investigating agency that total given undertaking will remain within the Group. The Group is in the process of writing a letter to investigating agency to update them on this matter.

NSE Clearing Ltd (NCL) had conducted an inspection in the matter of trading member Anugrah Share & Brokers Pvt Ltd (Anugrah) and issued a show cause notice to NCSL. The MCSGF Committee of NSE Clearing Limited has directed NCSL to adhere to instructions of National Stock Exchange ('NSE') / NCL. NCSL filed an appeal against the impugned order with Securities Appellate Tribunal ('SAT') and SAT by its order had granted a stay on the matter. The matter has been listed for further hearing and there is no further update on this matter during the quarter.

Various Arbitration/Writ Petitions have been filed before the Hon'ble Bombay High Court ('Hon'ble Court') by various end clients of the trading member against trading member and its associates. NCSL has been made party to the same. All the Writ Petitions have been tagged together and common orders have been passed. The matters are yet to be listed for further hearing.

NCSL believes that it has acted in accordance with the agreement entered with the trading member and in accordance with applicable laws and regulations. Accordingly, there is no adjustment required in the financial results of the Group for the quarter and nine months year ended 31 December 2022.

## Edelweiss Financial Services Limited

Corporate Identity Number: L99999MH1995PLC094641  
Registered Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098  
Tel: +91-22-40094400 Fax: +91-22-40863610  
Website : www.edelweissfin.com



7 During the quarter and nine months ended 31 December 2022, two subsidiaries of the Company had sold certain financial assets amounting to ₹ 92.58 crores and ₹ 561.61 crores (net of provisions) respectively to various asset reconstructions company trusts (ARC Trusts) and acquired security receipts (SR) amounting to ₹ 82.41 crores and ₹ 481.09 crores respectively from these ARC Trusts. Ind AS 109 – 'Financial Instruments', prescribed under section 133 of the Companies Act, 2013, requires substantially all risks and rewards to be transferred for the purpose of de-recognition of such financial assets from these subsidiaries financial results. The Company had undertaken substantially all risks and rewards in respect of such financial assets. As a result, these financial assets were de-recognized in the subsidiaries financial results. Based on assessment of probability of default, loss given default in respect of these financial assets and in light of various factors viz. exposures to certain sectors and assessment of credit and market risks for certain counter parties relative to such risks at initial recognition, the Group has recorded fair value gain / (loss) of ₹ 2.96 crores and ₹ (28.91) crores (net) for the quarter and nine months ended respectively and is included in "Net gain / (loss) on fair value changes".

8 A subsidiary, ECL Finance Limited ('ECLF') has received the inspection report dated 12 January 2023 from Reserve Bank of India ('RBI') for the Financial Year 2021-22. The RBI in its inspection report has inter alia raised matter relating to the sharing of fair value gains of ₹199.41 crores between the ECLF and the Company. This pertains to exposure towards certain borrowers that are covered under the Shareholders' agreement between the Company, ECLF and an investor and the Risks & Rewards sharing agreement between the Company and ECLF. ECLF has provided its justifications for sharing of these fair value gains to RBI and has discussed this with its Board of Directors in its meeting dated 24 January 2023. Since, the sharing of the gain is within the Group, there is no impact in the consolidated financial results.

9 The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact if any, and account for the same once the rules are notified and become effective.

### 10 Consolidated segment results for the quarter and nine months ended 31 December 2022

Particulars	Quarter Ended			Nine Months Ended		(₹ in Crores)
	31 December 2022 (Reviewed)	30 September 2022 (Reviewed)	31 December 2021 (Reviewed)	31 December 2022 (Reviewed)	31 December 2021 (Reviewed)	Year Ended 31 March 2022 (Audited)
<b>1 Segment revenue [Total income]</b>						
Agency business	392.34	324.10	149.55	837.16	414.48	555.78
Capital business	590.11	561.24	929.51	1,702.78	2,190.14	2,798.96
Insurance business	632.66	718.17	474.49	1,551.39	1,511.45	2,194.33
Asset reconstruction business	389.77	365.64	161.55	1,094.73	703.17	1,023.27
Treasury business	149.49	167.50	181.26	392.57	611.04	783.59
Unallocated	24.58	0.09	13.73	51.24	39.54	45.32
<b>Total income</b>	<b>2,178.95</b>	<b>2,136.74</b>	<b>1,910.09</b>	<b>5,629.87</b>	<b>5,469.82</b>	<b>7,401.25</b>
<b>2 Segment results [Profit / (loss) before tax]</b>						
Agency business	194.68	107.54	33.24	319.95	66.97	85.62
Capital business	(154.90)	(122.64)	52.14	(283.11)	(224.93)	(201.25)
Insurance business	(78.06)	(82.34)	(82.49)	(255.35)	(225.50)	(310.85)
Asset reconstruction business	112.67	107.21	92.94	367.45	244.57	365.72
Treasury business	76.73	45.51	31.03	116.48	279.21	295.84
Unallocated	(13.10)	(12.66)	0.51	(29.19)	1.48	(7.69)
<b>Total profit / (loss) before tax</b>	<b>138.02</b>	<b>42.62</b>	<b>127.37</b>	<b>236.23</b>	<b>141.80</b>	<b>227.39</b>
<b>3 Segment assets</b>						
Agency business	1,298.29	1,026.09	545.18	1,298.29	545.18	720.25
Capital business	22,460.42	22,919.77	25,194.33	22,460.42	25,194.33	23,927.07
Insurance business	8,103.75	7,707.86	6,818.54	8,103.75	6,818.54	7,085.06
Asset reconstruction business	5,843.19	5,901.93	6,130.49	5,843.19	6,130.49	6,095.59
Treasury business	2,732.23	2,766.31	3,399.28	2,732.23	3,399.28	3,268.88
Unallocated	2,101.59	2,199.48	2,020.61	2,101.59	2,020.61	2,090.93
<b>Total assets</b>	<b>42,539.47</b>	<b>42,521.44</b>	<b>44,108.43</b>	<b>42,539.47</b>	<b>44,108.43</b>	<b>43,187.78</b>
<b>4 Segment liabilities</b>						
Agency business	683.73	536.43	162.67	683.73	162.67	391.21
Capital business	21,773.27	22,211.44	23,966.57	21,773.27	23,966.57	22,529.18
Insurance business	7,239.24	6,825.81	5,962.30	7,239.24	5,962.30	6,330.75
Asset reconstruction business	3,169.90	3,312.66	3,833.57	3,169.90	3,833.57	3,710.07
Treasury business	1,705.65	1,817.35	2,152.43	1,705.65	2,152.43	2,360.49
Unallocated	254.04	263.42	232.66	254.04	232.66	273.76
<b>Total liabilities</b>	<b>34,825.83</b>	<b>34,967.11</b>	<b>36,310.30</b>	<b>34,825.83</b>	<b>36,310.30</b>	<b>35,595.46</b>
<b>5 Segment capital employed [Segment assets - Segment liabilities]</b>						
Agency business	614.56	489.66	382.51	614.56	382.51	329.04
Capital business	687.15	708.33	1,227.66	687.15	1,227.66	1,397.89
Insurance business	864.51	882.05	856.24	864.51	856.24	754.31
Asset reconstruction business	2,673.29	2,589.27	2,296.92	2,673.29	2,296.92	2,385.52
Treasury business	1,028.58	948.96	1,246.85	1,028.58	1,246.85	908.39
Unallocated	1,847.55	1,936.06	1,787.95	1,847.55	1,787.95	1,817.17
<b>Total capital employed</b>	<b>7,713.64</b>	<b>7,554.33</b>	<b>7,798.13</b>	<b>7,713.64</b>	<b>7,798.13</b>	<b>7,592.32</b>

The Company has prepared its consolidated segment reporting which represent its business lines such as, Agency business, Capital business, Asset reconstruction business, Insurance and Treasury business. Agency business includes advisory and other fee based businesses; Capital business represents lending business and investment activities; Asset reconstruction business represents purchase and resolution of distress assets; Insurance business represents life insurance business and general insurance business. Treasury business represents income from trading activities.

11 The previous period/year figures have been regrouped/reclassified wherever necessary to conform to current period's presentation.

12 The consolidated financial results will be available on the Company's website - www.edelweissfin.com

On behalf of the Board of Directors

RASHESH CHANDRAKANT SHAH  
Digitally signed by RASHESH CHANDRAKANT SHAH  
DN: cn=RASHESH CHANDRAKANT SHAH, o=Edelweiss Financial Services Limited, c=IN

Rashesh Shah  
Chairman

Mumbai, 31 January 2023.



Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to  
The Board of Directors  
Edelweiss Financial Services Limited

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of Edelweiss Financial Services Limited (the "Holding Company") its subsidiaries and its trusts (the Holding Company its subsidiaries and its trusts together referred to as "the Group") and its associates for the quarter ended December 31, 2022 and year to date from April 1, 2022 to December 31, 2022 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 (the "Circular") issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the subsidiaries, trusts and associates (refer Annexure A).
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Ind AS 34 prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes unaudited interim financial results and other financial information in respect of:
  - 30 subsidiaries, whose unaudited interim financial results include total revenues of Rs. 2,117.04 crores and Rs 5,344.49 crores, total net profit after tax of Rs. 208.25 crores and Rs. 318.25 crores and total comprehensive income of Rs. 237.64 crores and Rs. 334.21 crores, for the quarter ended December 31, 2022 and for the period April 1, 2022 to December 31, 2022 respectively, as considered in the Statement which have been reviewed by their respective independent auditors.
  - 6 associates, whose interim financial results includes the Group's share of net profit of Rs. 11.97 crores and Rs 19.52 crores and Group's share of total comprehensive income of Rs. 12.98 crores and Rs. 21.63 crores for the quarter ended December 31, 2022 and for the period April 1, 2022 to December 31, 2022 respectively, as considered in the Statement whose interim financial results and other financial information have been audited by their respective independent auditors.

The independent auditor's reports on interim financial results / financial information of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and associates is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

- The auditors of Edelweiss Tokio Life Insurance Company Limited ("ETLIFE"), a subsidiary, have reported that the actuarial valuation of liabilities of ETLIFE for life policies in force and for policies in respect of which premium has been discontinued but liability exists as at December 31, 2022 is the responsibility of ETLIFE's Appointed Actuary. The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists as at December 31, 2022 has been duly certified by the ETLIFE's Appointed Actuary and in his opinion, the assumptions for such valuation are in accordance with Ind AS 104 "Insurance Contracts", Ind AS 109 "Financial Instruments", the guidelines and norms issued by the Insurance Regulatory and Development Authority of India ("IRDAI") and the Institute of Actuaries of India in concurrence with IRDAI. The ETLIFE's auditors have relied upon the ETLIFE's Appointed Actuary's certificate for expressing their conclusion in this regard.
- The auditors of ZUNO General Insurance Limited (formerly known as Edelweiss General Insurance Company Limited) ("ZGIL"), a subsidiary, have reported that the actuarial valuation of liabilities of ZGIL for Incurred But Not Reported and Incurred But Not Enough Reported claims of ZGIL as at December 31, 2022 is the responsibility of ZGIL's Appointed Actuary. The actuarial valuation of these liabilities has been duly certified by the ZGIL's Appointed Actuary and in his opinion, the assumptions for such valuation are in accordance with Ind AS 104 "Insurance Contracts", the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with IRDAI. The ZGIL's auditors have relied on the ZGIL's Appointed Actuary's certificate for expressing their conclusion in this regard.

Our conclusion on the Statement in respect of matters stated in para 6 above is not modified with respect to our reliance on the work done and the reports of the other auditors.

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

**SHRAWAN  
BHAGWATI  
JALAN**

Digitally signed by SHRAWAN  
BHAGWATI JALAN  
DN: cn=SHRAWAN BHAGWATI  
JALAN, o=IN, ou=Personal,  
email=shrawan.jalan@srb.in  
Date: 2023.01.31 16:32:56 +05'30'

per Shrawan Jalan

Partner

Membership No.: 102102

UDIN: 23102102BGXIVP2491

Mumbai

January 31, 2023

**Annexure A**

SUBSIDIARIES:	TRUSTS:	TRUSTS:
ECL Finance Limited	EARC SAF - 1 Trust	EARC Trust SC 380
Edelweiss Rural & Corporate Services Limited	EARC SAF - 2 Trust	EARC Trust SC 387
Edelweiss Asset Reconstruction Company Limited	EARC SAF - 3 Trust	EARC Trust SC 388
Edelweiss Housing Finance Limited	EARC Trust SC 6	EARC Trust SC 393
Edelweiss Retail Finance Limited	EARC Trust SC 7	EARC Trust SC 372
Edel Finance Company Limited	EARC Trust SC 9	EARC Trust SC 373
Edelweiss Asset Management Limited	EARC Trust SC 102	EARC Trust SC 374
EdelGive Foundation	EARC Trust SC 109	EARC Trust SC 375
Edelweiss Tokio Life Insurance Company Limited	EARC Trust SC 112	EARC Trust SC 376
ZUNO General Insurance Limited (formerly known as Edelweiss General Insurance Company Limited)	EARC Trust SC 130	EARC Trust SC 385
Allium Finance Private Limited	EARC Trust SC 223	EARC Trust SC 394
Edelcap Securities Limited	EARC Trust SC 229	EARC Trust SC 399
Edelweiss Securities and Investments Private Limited	EARC Trust SC 238	EARC Trust SC 401
Ecap Securities & Investments Limited (formerly known as ECap Equities Limited)	EARC Trust SC 245	EARC Trust SC 402
Edel Investments Limited	EARC Trust SC 251	EARC Trust SC 406
EC International Limited	EARC Trust SC 262	EARC Trust SC 377
Ecap Equities Limited (Formerly known as Edel Land Limited)	EARC Trust SC 263	EARC Trust SC 378
Comtrade Commodities Services Limited (formerly known as Edelweiss Comtrade Limited)	EARC Trust SC 266	EARC Trust SC 396
Edelweiss Multi Strategy Fund Advisors LLP	EARC Trust SC 293	EARC Trust SC 410
Edelweiss Private Equity Tech Fund	EARC Trust SC 297	EARC Trust SC 405
Edelweiss Value and Growth Fund	EARC Trust SC 298	EARC Trust SC 428
India Credit Investment Fund II	EARC Trust SC 306	EARC Trust SC 429
Nuvama Investment Advisors LLC (formerly known as EAAA LLC)	EARC Trust SC 308	EARC Trust SC 412
Edelweiss Alternative Asset Advisors Limited	EARC Trust SC 314	EARC Trust SC 415
Edelweiss Alternative Asset Advisors Pte. Limited	EARC Trust SC 318	EARC Trust SC 430
Edelweiss Investment Adviser Limited	EARC Trust SC 321	EARC Trust SC 427
Edelweiss Resolution Advisors LLP (upto 1 <sup>st</sup> July 2022)	EARC Trust SC 325	EARC Trust SC 413
EW Special Opportunities Advisors LLC (upto 23 <sup>rd</sup> June, 2022)	EARC Trust SC 329	EARC Trust SC 416
Edelweiss Trusteeship Company Limited	EARC Trust SC 331	EARC Trust SC 417
Edelweiss International (Singapore) Pte. Limited	EARC Trust SC 332	EARC Trust SC 397
Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited)	EARC Trust SC 334	EARC Trust SC 227
Edelweiss Real Assets Managers Limited	EARC Trust SC 342	EARC Trust SC 228
Sekura India Management Limited	EARC Trust SC 344	EARC Trust SC 431
Edelweiss Global Wealth Management Limited	EARC Trust SC 347	EARC Trust SC 418
	EARC Trust SC 348	EARC Trust SC 434
Associates:	EARC Trust SC 349	EARC Trust SC 421
Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	EARC Trust SC 351	EARC Trust SC 422
Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)	EARC Trust SC 352	EARC Trust SC 423
Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited)	EARC Trust SC 357	EARC Trust SC 424
Nuvama Clearing Services Limited (formerly known as Edelweiss Custodial Services Limited)	EARC Trust SC 360	EARC Trust SC 436
Nuvama Financial Services Inc. (formerly known as Edelweiss Financial Services Inc.)	EARC Trust SC 361	EARC Trust SC 444
Nuvama Investment Advisors Private Limited (formerly known as Edelweiss Investment Advisors Private Limited)	EARC Trust SC 363	EARC Trust SC 440
Nuvama Investment Advisors (Hongkong) Private Limited (formerly known as Edelweiss Securities (Hong Kong) Private Limited)	EARC Trust SC 370	EARC Trust SC 441
Nuvama Financial Services (UK) Limited (formerly known as Edelweiss Financial Services (UK) Limited)	EARC Trust SC 381	EARC Trust SC 447
Nuvama Capital Services (IFSC) Limited (formerly known as Edelweiss Securities (IFSC) Limited)	EARC Trust SC 383	EARC Trust SC 425
Nuvama Asset Management Limited (formerly known as ESL Securities Limited)	EARC Trust SC 386	EARC Trust SC 451
	EARC Trust SC 384	EARC Trust SC 448
	EARC Trust SC 391	EARC Trust SC 449
	EARC Trust SC 392	EARC Trust SC 459
	EARC Trust SC 395	EARC Trust SC 443
	EARC Trust SC 461	EARC Trust SC 477
	EARC Trust SC 462	EARC Trust SC 482
	EARC Trust SC 481	

## Edelweiss Financial Services Limited

Corporate Identity Number: L99999MH1995PLC094641  
Registered Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098  
Tel: +91-22-40094400 Fax: +91-22-40863610  
Website : www.edelweissfin.com



### Standalone Financial Results for the quarter and nine months ended 31 December 2022

Particulars	Quarter Ended			Nine months Ended		(₹ in Crores)
	31 December 2022 (Reviewed)	30 September 2022 (Reviewed)	31 December 2021 (Reviewed)	31 December 2022 (Reviewed)	31 December 2021 (Reviewed)	Year Ended 31 March 2022 (Audited)
<b>1 Revenue from operations</b>						
(a) Interest income	83.08	88.47	92.38	263.25	192.91	291.81
(b) Dividend income	-	-	0.12	-	38.60	38.60
(c) Fee and commission income	28.97	15.90	22.52	61.66	64.71	88.96
(d) Net gain / (loss) on fair value changes	(29.78)	(47.77)	82.08	(58.87)	150.79	417.07
<b>Total revenue from operations</b>	<b>82.27</b>	<b>56.60</b>	<b>197.10</b>	<b>266.04</b>	<b>447.01</b>	<b>836.44</b>
<b>2 Other income (Refer Note 7)</b>	<b>-</b>	<b>368.73</b>	<b>323.53</b>	<b>368.73</b>	<b>496.87</b>	<b>536.03</b>
<b>3 Total income (1+2)</b>	<b>82.27</b>	<b>425.33</b>	<b>520.63</b>	<b>634.77</b>	<b>943.88</b>	<b>1,372.47</b>
<b>4 Expenses</b>						
(a) Finance costs	79.48	66.41	68.69	224.09	143.66	214.25
(b) Employee benefits expense	15.42	17.55	46.91	17.96	96.08	42.63
(c) Depreciation and amortisation expense	0.10	0.07	0.09	0.24	0.26	0.35
(d) Impairment on financial assets (Refer Note 8)	(7.60)	160.41	(3.92)	150.49	(7.02)	(5.49)
(e) Other expenses	67.38	71.19	64.06	198.79	197.55	265.99
<b>Total expenses</b>	<b>154.78</b>	<b>315.63</b>	<b>175.83</b>	<b>591.57</b>	<b>430.53</b>	<b>517.73</b>
<b>5 Profit / (loss) before tax (3-4)</b>	<b>(72.51)</b>	<b>109.70</b>	<b>344.80</b>	<b>43.20</b>	<b>513.35</b>	<b>854.74</b>
<b>6 Tax expense</b>						
Current tax	-	-	-	-	-	(0.51)
Deferred tax	(7.91)	(36.49)	11.54	(39.63)	(80.45)	(78.11)
<b>7 Net profit / (loss) for the period (5-6)</b>	<b>(64.60)</b>	<b>146.19</b>	<b>333.26</b>	<b>82.83</b>	<b>593.80</b>	<b>933.36</b>
<b>8 Other comprehensive income/(loss)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.01)</b>
<b>9 Total comprehensive income / (loss) (7+8)</b>	<b>(64.60)</b>	<b>146.19</b>	<b>333.26</b>	<b>82.83</b>	<b>593.80</b>	<b>933.35</b>
<b>10 Earnings Per Share (₹) (Face Value of ₹ 1/- each)</b>						
- Basic (Refer Note 3)	(0.72)	1.63	3.73	0.92	6.65	10.44
- Diluted (Refer Note 3)	(0.72)	1.63	3.72	0.92	6.64	10.43

#### Notes:

- The standalone financial results of Edelweiss Financial Services Limited ('EFSL' or 'the Company') for the quarter and nine months ended 31 December 2022 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 31 January 2023.
- The standalone financial results of EFSL for the quarter and nine month ended 31 December 2022 have been subjected to Limited Review by the Statutory Auditors of the Company and the auditors have issued an unmodified review report.
- Earnings per share for the quarters ended 31 December 2022, 30 September 2022, 31 December 2021 and nine months ended 31 December 2022 and 31 December 2021 are not annualised.
- Two Employee Welfare Trust(s) hold an aggregate 4,48,96,780 equity shares of the Company for incentive and welfare benefits for group employees as per extant applicable SEBI regulations. Pursuant to the exercise of right available under Regulation 29 of SEBI (Share Based Employee Benefits) Regulations, 2014, the Company has applied before the expiry date of 27 October 2019 for extension of the time limit for disposing of aforesaid equity shares. The said application is under consideration and approval for extension from SEBI is awaited as at date.
- The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact if any, and account for the same once the rules are notified and become effective.
- During the quarter and nine months ended 31 December 2022, two subsidiaries of the Company had sold certain financial assets amounting to ₹ 92.58 crores and ₹ 561.61 crores respectively (net of provisions) respectively to various asset reconstructions company trusts ('ARC Trusts') and acquired security receipts (SR) amounting to ₹ 82.41 crores and ₹ 481.09 crores respectively from these ARC Trusts. Ind AS 109 – 'Financial Instruments', prescribed under section 133 of the Companies Act, 2013, requires substantially all risks and rewards to be transferred for the purpose of de-recognition of such financial assets from these subsidiaries' financial results. The Company had undertaken substantially all risks and rewards in respect of such financial assets. As a result, these financial assets were de-recognized in subsidiaries' financial results. Based on assessment of probability of default, loss given default in respect of these financial assets and in light of various factors viz. exposures to certain sectors and assessment of credit and market risks for certain counter parties relative to such risks at initial recognition, the company has recorded fair value loss of ₹ 31.01 crores (net) and ₹ 70.63 crores (net) for the quarter and nine months ended respectively and is included in "Net gain / (loss) on fair value changes".
- During the quarter ended 30 September 2022, other income includes gain amounting to ₹ 368.72 crores on sale of investments in an associate.
- During the quarter ended 30 September 2022, the Company had recorded impairment provision of ₹160 crores on its investment in a subsidiary company on account of Group restructuring/demerger.
- The Company's subsidiary ECL Finance Limited ('ECLF') has received the inspection report dated 12 January 2023 from Reserve Bank of India ('RBI') for the Financial Year 2021-22. The RBI in its inspection report has inter alia raised matter relating to the sharing of fair value gains of ₹199.41 crores between the ECLF and the Company. This pertains to exposure towards certain borrowers that are covered under the Shareholders' agreement between the Company, ECLF and an investor and the Risks & Rewards sharing agreement between the Company and ECLF. ECLF has provided its justifications for recording such fair value gains in its financial statements to RBI. Further, ECLF has informed to its Board of Directors in its meeting dated 24 January 2023 that recording and sharing of such fair value gains between the Company and ECLF is in accordance with agreements referred above.

## Edelweiss Financial Services Limited

Corporate Identity Number: L99999MH1995PLC094641  
Registered Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098  
Tel: +91-22-40094400 Fax: +91-22-40863610  
Website : www.edelweissfin.com



### 10 Standalone Segment Results for the quarter and nine months ended 31 December 2022

Particulars	Quarter Ended			Nine months Ended		(₹ in Crores)
	31 December 2022 (Reviewed)	30 September 2022 (Reviewed)	31 December 2021 (Reviewed)	31 December 2022 (Reviewed)	31 December 2021 (Reviewed)	Year Ended 31 March 2022 (Audited)
<b>1 Segment revenue [Total income]</b>						
Agency	25.30	12.02	19.15	51.88	54.56	75.02
Holding Company activities	56.97	413.31	498.78	582.89	886.62	1,294.75
Unallocated	-	-	2.70	-	2.70	2.70
<b>Total income</b>	<b>82.27</b>	<b>425.33</b>	<b>520.63</b>	<b>634.77</b>	<b>943.88</b>	<b>1,372.47</b>
<b>2 Segment results [Profit / (loss) before tax]</b>						
Agency	10.90	0.03	7.77	13.82	17.88	21.27
Holding Company activities	(83.41)	109.67	334.33	29.38	492.77	830.77
Unallocated	0.00	-	2.70	-	2.70	2.70
<b>Total profit / (loss) before tax</b>	<b>(72.51)</b>	<b>109.70</b>	<b>344.80</b>	<b>43.20</b>	<b>513.35</b>	<b>854.74</b>
<b>3 Segment assets</b>						
Agency	24.93	22.93	17.69	24.93	17.69	15.64
Holding Company activities	7,756.16	7,779.53	7,588.32	7,756.16	7,588.32	7,815.40
Unallocated	263.00	250.32	204.16	263.00	204.16	211.02
<b>Total assets</b>	<b>8,044.09</b>	<b>8,052.78</b>	<b>7,810.17</b>	<b>8,044.09</b>	<b>7,810.17</b>	<b>8,042.06</b>
<b>4 Segment liabilities</b>						
Agency	13.43	7.62	14.10	13.43	14.10	16.28
Holding Company activities	3,056.56	3,009.51	3,107.74	3,056.56	3,107.74	3,024.77
Unallocated	1.27	0.79	1.20	1.27	1.20	0.79
<b>Total liabilities</b>	<b>3,071.26</b>	<b>3,017.92</b>	<b>3,123.04</b>	<b>3,071.26</b>	<b>3,123.04</b>	<b>3,041.84</b>
<b>5 Segment capital employed [Segment assets - Segment liabilities]</b>						
Agency	11.50	15.31	3.59	11.50	3.59	(0.64)
Holding Company activities	4,699.60	4,770.02	4,480.58	4,699.60	4,480.58	4,790.63
Unallocated	261.73	249.53	202.96	261.73	202.96	210.23
<b>Total capital employed</b>	<b>4,972.83</b>	<b>5,034.86</b>	<b>4,687.13</b>	<b>4,972.83</b>	<b>4,687.13</b>	<b>5,000.22</b>

Agency includes investment banking; Holding Company activities comprise of development, managerial and financial support to the businesses of subsidiaries and investment activities.

11 The previous period/year figures have been regrouped/reclassified wherever necessary to conform to current period's/year presentation.

12 The standalone financial results will be available on the Company's website - [www.edelweissfin.com](http://www.edelweissfin.com)

On behalf of the Board of Directors

RASHESH  
CHANDRAKA  
NT SHAH

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CHANDRAKANT SHAH  
Date: 2023.01.31  
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Rashesh Shah  
Chairman

Mumbai, 31 January 2023.

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to  
The Board of Directors  
Edelweiss Financial Services Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Edelweiss Financial Services Limited (the "Company") for the quarter ended December 31, 2022 and year to date from April 1, 2022 to December 31, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS 34 prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to note 9 of the Statement for the quarter ended December 31, 2022 in respect of non-sharing of the fair value gain on security receipts with the Company by its subsidiary company, 'ECL Finance Limited' ('ECLF') as per the risk and reward agreement as mentioned in the inspection report issued by Reserve Bank of India to ECLF. Our conclusion is not modified in respect of this matter.

For S.R. BATLIBOI & Co. LLP  
Chartered Accountants  
ICAI Firm registration number: 301003E/E300005

SHRAWAN  
BHAGWATI  
JALAN

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BHAGWATI JALAN  
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email=shrawan.jalan@srb.in  
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per Shrawan Jalan  
Partner  
Membership No.: 102102

UDIN: 23102102BGXIVO9654

Mumbai  
January 31, 2023



## FINANCIAL INDEBTEDNESS

As on December 31, 2022, our Company had outstanding total borrowings, on a standalone basis, of ₹ 24,929.47 million.

Sr. No.	Nature of Borrowings	Amount Outstanding (in ₹ million)*	%
1.	Secured borrowings	24,929.47	100.00
2.	Unsecured borrowings	NIL	NIL
<b>Total Borrowings</b>		24,929.47	100.00

\* The above amount is calculated after considering IndAS adjustments.

Set forth below, is a summary of the borrowings by our Company outstanding as on December 31, 2022, together with a brief description of certain significant terms of such financing arrangements.

### Details of secured borrowings:

Our Company's outstanding borrowings through debt securities, on a standalone basis, as on December 31, 2022 amounts to ₹ 24,929.47 million (including IND-AS adjustment for effective Interest rate on secured Non-Convertible Debentures (NCD)).

The details of the secured borrowings on a standalone basis are set out below:

#### 1. Secured Redeemable non-convertible debentures (public placements):

Our Company has issued secured redeemable non-convertible debenture of face value of ₹ 1,000 on a public placement basis of which ₹ 2,080.52 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non-convertible redeemable debentures	INE532F07BK7	1,095	9.35	January 8, 2021	630.84	January 8, 2024	BWR AA- /Negative & CARE A+/Negative
Secured, rated, listed, non-convertible redeemable debentures	INE532F07BL5	1,095	NA	January 8, 2021	181.50	January 8, 2024	BWR AA- /Negative & CARE A+/Negative
Secured, rated, listed, non-convertible redeemable debentures	INE532F07BM3	1,826	9.39	January 8, 2021	543.57	January 8, 2026	BWR AA- /Negative & CARE A+/Negative
Secured, rated, listed, non-convertible redeemable debentures	INE532F07BN1	1,826	9.80	January 8, 2021	363.88	January 8, 2026	BWR AA- /Negative & CARE A+/Negative
Secured, rated, listed, non-convertible	INE532F07BO9	1,826	NA	January 8, 2021	122.63	January 8, 2026	BWR AA- /Negative & CARE A+/Negative

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
redeemable debentures							
Secured, rated, listed, non- convertible redeemable debentures	INE532F07BP 6	3,652	9.53	January 8, 2021	166.08	January 8, 2031	BWR AA- /Negative & CARE A+/Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07B Q4	3,652	9.95	January 8, 2021	72.02	January 8, 2031	BWR AA- /Negative & CARE A+/Negative

Above debentures are fully secured by receivables from Edel Finance Company Limited ₹ 2,170 million

\*Includes adjustment on account of EIR.

## 2. Secured Redeemable non-convertible debentures (public placements):

Our Company has issued Secured redeemable non-convertible debenture of face value of ₹1,000 on a public placement basis of which ₹ 2,213.00 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non- convertible redeemable debentures	INE532F07BV4	1,096.00	9.10	April 29, 2021	524.90	April 29, 2024	BWR AA- /Negative & Acuite AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07BX0	1,826.00	9.16	April 29, 2021	796.82	April 29, 2026	BWR AA- /Negative & Acuite AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07BY8	1,826.00	9.55	April 29, 2021	311.79	April 29, 2026	BWR AA- /Negative & Acuite AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CA6	3,652.00	9.30	April 29, 2021	178.09	April 29, 2031	BWR AA- /Negative & Acuite AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CB4	3,652.00	9.70	April 29, 2021	156.34	April 29, 2031	BWR AA- /Negative & Acuite AA- /Negative



(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non- convertible redeemable debentures	INE532F07BW2	1,096.00	NA	April 29, 2021	142.11	April 29, 2024	BWR AA- /Negative & Acuite AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07BZ5	1,826.00	NA	April 29, 2021	102.95	April 29, 2026	BWR AA- /Negative & Acuite AA- /Negative

Above debentures are fully secured by receivables from Edelweiss Rural and Corporate Services Limited ₹ 2,400 million

\*Includes adjustment on account of EIR.

### 3. Secured, Redeemable Non-convertible debentures (public placement):

Our Company has issued secured redeemable non-convertible debenture of face value of ₹1,000 on a public placement basis of which ₹ 3,652.60 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest) *	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CC2	1096	8.75	September 10, 2021	771.18	September 10, 2024	ACUITE AA- /Negative & ICRA A+/Stable
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CD0	1096	9.1	September 10, 2021	816.96	September 10, 2024	ACUITE AA- /Negative & ICRA A+/Stable
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CE8	1096	NA	September 10, 2021	324.86	September 10, 2024	ACUITE AA- /Negative & ICRA A+/Stable
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CF5	1826	9.15	September 10, 2021	796.76	September 10, 2026	ACUITE AA- /Negative & ICRA A+/Stable
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CG3	1826	9.55	September 10, 2021	441.03	September 10, 2026	ACUITE AA- /Negative & ICRA A+/Stable
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CH1	1826	NA	September 10, 2021	146.31	September 10, 2026	ACUITE AA- /Negative & ICRA A+/Stable

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest) *	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CI9	3652	9.3	September 10, 2021	260.36	September 10, 2031	ACUITE AA- /Negative & ICRA A+/Stable
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CJ7	3652	9.70	September 10, 2021	95.14	September 10, 2031	ACUITE AA- /Negative & ICRA A+/Stable

Above debentures are fully secured by investment in CCD of Edelweiss Rural and Corporate Services amounting to ₹ 4,500 million by Edel Finance Company Limited.

\*Includes adjustment on account of EIR.

#### 4. Secured, Redeemable Non-convertible debentures (public placement):

Our Company has issued secured redeemable non-convertible debenture of face value of ₹ 1,000 on a public placement basis of which ₹ 4,479.49 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CL3	730	8.75	December 28, 2021	731.34	December 28, 2023	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CM1	730	NA	December 28, 2021	128.47	December 28, 2023	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CN9	1096	8.75	December 28, 2021	825.46	December 28, 2024	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CO7	1096	9.1	December 28, 2021	595.55	December 28, 2024	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CP4	1096	NA	December 28, 2021	176.91	December 28, 2024	CRISIL AA- /Negative

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
							ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CQ2	1826	9.15	December 28, 2021	756.64	December 28, 2026	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CR0	1826	9.55	December 28, 2021	732.24	December 28, 2026	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CS8	1826	NA	December 28, 2021	126.57	December 28, 2026	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CT6	3652	9.3	December 28, 2021	289.13	December 28, 2031	CRISIL AA- /Negative ACUITE AA- /Negative
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CU4	3652	9.7	December 28, 2021	117.18	December 28, 2031	CRISIL AA- /Negative ACUITE AA- /Negative

Above debentures are fully secured by receivables from Edel Finance Company Limited amounting to ₹ 5,000 million

\*Includes adjustment on account of EIR

5. Secured, Redeemable Non-convertible debentures (public placement):

Our Company has issued secured redeemable non-convertible debenture of face value of ₹ 1,000 on a public placement basis of which ₹ 3,519.45 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non- convertible redeemable debentures	INE532F07CV2	731	8.85	October 20, 2022	214.72	October 20, 2024	CRISIL AA- /Negative ACUITE AA-/ Negative

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
Secured, listed, non-convertible redeemable debentures	INE532F07CW0	731	NA	October 20, 2022	107.04	October 20, 2024	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07CX8	1,096	8.90	October 20, 2022	564.87	October 20, 2025	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07CY6	1,096	9.25	October 20, 2022	416.33	October 20, 2025	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07CZ3	1,096	NA	October 20, 2022	222.34	October 20, 2025	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07DB2	1,826	9.35	October 20, 2022	1169.55	October 20, 2027	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07DC0	1,826	9.75	October 20, 2022	313.66	October 20, 2027	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07DA4	1,826	NA	October 20, 2022	99.36	October 20, 2027	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07DD8	3,652	9.65	October 20, 2022	232.98	October 20, 2032	CRISIL AA-/Negative ACUTE AA-/Negative
Secured, listed, non-convertible redeemable debentures	INE532F07DE6	3,652	10.10	October 20, 2022	178.6	October 20, 2032	CRISIL AA-/Negative ACUTE AA-/

(₹ in million, unless otherwise stated)

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest)*	Redemption/ Maturity date	Credit Rating
							Negative

Above debentures are fully secured by receivables from Edel Finance Company Limited amounting to ₹ 4,000 million

\*Includes adjustment on account of EIR

6. Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures (private placements):

Our Company has issued unrated, secured redeemable non-convertible debenture of face value of ₹ 752,143 on a private placement basis of which ₹ 3,441.51 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

Description	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest) (₹ million)*	Redemption/ Maturity date	Credit Rating
Secured, unrated, unlisted, non-convertible redeemable debentures	1,506	5.00%	March 16, 2021	3,441.51	April 30, 2025	NA

Above debentures are fully secured by pledge over 59.82% of the total issued and paid-up equity share capital of Edelweiss Asset Reconstruction Company Limited.

\*Includes adjustment on account of EIR and redemption premium.

7. Rated, Listed, Secured, Redeemable Non-Convertible Debentures (private placement):

Our Company has issued rated, secured redeemable non-convertible debenture of face value of ₹1,000,000 on a private placement basis of which ₹ 3,135.62 million is outstanding (including accrued interest) as on December 31, 2022, the details of which are set forth below:

Description	ISIN	Tenor/ period of maturity (Days)	Coupon (p.a.) in %	Date of allotment	Amount outstanding (including accrued interest) (₹ million)*	Redemption/ Maturity date	Credit Rating
Secured, rated, listed, non-convertible redeemable debentures*	INE532F07CK5	730	11.00%	October 05, 2021	3,135.62	October 05, 2023	CRISIL AA-/ Negative

Above debentures are fully secured by pledge over 30.00% of the total issued and paid-up equity share capital of Nuvama Wealth Management Limited.

\*Includes adjustment on account of EIR.

8. Secured Redeemable non-convertible debentures (private placements):

Sr. No.	Description	ISIN	Tenor/ Period of Maturity (Days)	Coupon (p.a.) in %	Issue Amount (₹ million)	Amount outstanding (₹ million)	Redemption/ Maturity Date	Credit Rating
1	J3L001A	INE532F07BJ9	1,095	NA	105.70	126.83	December 18, 2023	BWR PP-MLD AA-/Negative

Sr. No.	Description	ISIN	Tenor/ Period of Maturity (Days)	Coupon (p.a.) in %	Issue Amount (₹ million)	Amount outstanding (₹ million)	Redemption/ Maturity Date	Credit Rating
2	J3L001A01	INE532F07BJ 9	1,092	NA	10.00	12.00	December 18, 2023	BWR PP-MLD AA-/Negative
3	J5A101A	INE532F07BT 8	1825	NA	350.00	412.22	January 13, 2026	BWR PP-MLD AA-/Negative
4	J3A102A	INE532F07BR 2	1096	NA	150.00	178.27	January 15, 2024	BWR PP-MLD AA-/Negative
5	J3L001A03	INE532F07BJ 9	1068	NA	45.00	53.98	December 18, 2023	BWR PP-MLD AA-/Negative
6	J5A101A	INE532F07BS 0	1826	NA	50.00	58.77	January 14, 2026	BWR PP-MLD AA-/Negative
7	J3L001A04	INE532F07BJ 9	1067	NA	347.50	416.84	December 18, 2023	BWR PP-MLD AA-/Negative
8	J3A102A01	INE532F07BR 2	1085	NA	200.00	237.13	January 15, 2024	BWR PP-MLD AA-/Negative
9	J5A101A01	INE532F07BS 0	1815	NA	50.00	58.62	January 14, 2026	BWR PP-MLD AA-/Negative
10	J3L001A02	INE532F07BJ 9	1054	NA	178.50	214.05	December 18, 2023	BWR PP-MLD AA-/Negative
11	J3A102A02	INE532F07BR 2	1081	NA	15.50	18.36	January 15, 2024	BWR PP-MLD AA-/Negative
12	J3L001A07	INE532F07BJ 9	1050	NA	100.00	119.95	December 18, 2023	BWR PP-MLD AA-/Negative
13	J3L001A09	INE532F07BJ 9	1039	NA	15.00	17.99	December 18, 2023	BWR PP-MLD AA-/Negative
14	J5A101A02	INE532F07BS 0	1784	NA	25.00	29.30	January 14, 2026	BWR PP-MLD AA-/Negative
15	J3L001A08	INE532F07BJ 9	1026	NA	10.00	12.03	December 18, 2023	BWR PP-MLD AA-/Negative
16	J3A102A04	INE532F07BR 2	1048	NA	50.00	59.10	January 15, 2024	BWR PP-MLD AA-/Negative
17	J3A102A05	INE532F07BR 2	1041	NA	50.00	59.10	January 15, 2024	BWR PP-MLD AA-/Negative
18	J5A101A03	INE532F07BS 0	1765	NA	20.00	23.44	January 14, 2026	BWR PP-MLD AA-/Negative
19	J3A102A07	INE532F07BR 2	1027	NA	60.00	70.92	January 15, 2024	BWR PP-MLD AA-/Negative

Sr. No.	Description	ISIN	Tenor/ Period of Maturity (Days)	Coupon (p.a.) in %	Issue Amount (₹ million)	Amount outstanding (₹ million)	Redemption/ Maturity Date	Credit Rating
20	J5A101A04	INE532F07BS 0	1757	NA	20.00	23.44	January 14, 2026	BWR PP-MLD AA-/Negative
21	J3A102A08	INE532F07BR 2	990	NA	30.00	35.33	January 15, 2024	BWR PP-MLD AA-/Negative
22	J5A101A05	INE532F07BS 0	1720	NA	20.00	23.43	January 14, 2026	BWR PP-MLD AA-/Negative
23	J3A102A09	INE532F07BR 2	973	NA	40.00	46.94	January 15, 2024	BWR PP-MLD AA-/Negative
24	J5A101A06	INE532F07BS 0	1703	NA	10.00	11.60	January 14, 2026	BWR PP-MLD AA-/Negative
25	J3A102A10	INE532F07BR 2	969	NA	65.00	76.28	January 15, 2024	BWR PP-MLD AA-/Negative
26	J5A101A07	INE532F07BS 0	1699	NA	15.00	17.39	January 14, 2026	BWR PP-MLD AA-/Negative

Above debentures are fully secured by pari passu charge over present and future receivables of the Company excluding the receivables which are charged with other lenders, trustees or creditors.

### Corporate Guarantee

As on December 31, 2022, our Company has issued corporate guarantee amounting to ₹ 32,412.17 million:

(₹ in million, unless otherwise stated)

Sr. No.	Company name	Nature of Counterparty	Nature of facility	Amount sanctioned	Amount outstanding
1	Ecap Equities Limited	Subsidiary	MLDs	22,500.00	5,547.30
2	ECL Finance Limited	Subsidiary	Banking facility	3,500.00	1,250.00
3	Edelweiss Asset Reconstruction Company Limited	Subsidiary	MLDs, NCDs and Banking facility	38,750.00	16,493.30
4	Nuvama Clearing Services Limited	Associate	Banking facility	5,000.00	5,000.00
5	Nuvama Wealth Finance Limited	Associate	Preference shares, trading and banking facility	470.70	138.27
6	Edel Finance Company Limited	Subsidiary	MLDs	15,000.00	470.00
7	Edelweiss Housing Finance Limited	Subsidiary	Banking facility	3,500.00	1,015.10
8	Edelweiss Alternative Asset Advisors Limited	Subsidiary	Term Loan	1,250.00	515.00
9	Edelweiss Investment Adviser Limited	Subsidiary	NCD	2,000.00	1,983.20
<b>Total</b>				<b>91,970.70</b>	<b>32,412.17</b>

**Details of unsecured borrowings:****Commercial Paper:**

Our Company has not issued any commercial papers as on December 31, 2022.

**Inter-Corporate Deposits:**

Our Company has not borrowed any amount by way of inter-corporate deposits as on December 31, 2022.

**Inter-Corporate Loans:**

Our Company has not borrowed any amount by way of demand loans under the same management as on December 31, 2022.

**Loan from Directors and Relatives of Directors:**

Our Company has not raised any loan from directors and relatives of directors as on December 31, 2022.

**Restrictive Covenants under our Financing Arrangements:**

Our financing agreements include various restrictive conditions and covenants restricting certain corporate actions and our Company is required to take the prior approval of the debenture trustee before carrying out such activities. For instance, our Company, inter-alia, is required to obtain the prior written consent in the following instances:

- a. Effect any change in control of our Company.
- b. Permit any transfer of the controlling interest or make any drastic change in the management set-up.
- c. Change or in any way alter the capital structure.
- d. Implement a new scheme of expansion or take up an allied line of business or manufacture.
- e. Effect any scheme of amalgamation or reconstruction.
- f. to amend the constituent documents of certain companies of our Company.

**Servicing behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities.**

As on the date of this Tranche II Prospectus, there has been no rescheduling, default and/or delay in payment of principal or interest on any existing term loan, debt security(ies) or any other financial indebtedness including corporate guarantee issued by the Issuer in the past three years.

**Details of the rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares)**

Nil

**Details of any outstanding borrowing taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.**

Nil



## SECTION IV – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS

Our Company, Directors, Promoter, Subsidiaries and our group companies are subjected to various legal proceedings from time to time, mostly arising in the ordinary course of its business. The legal proceedings are initiated by us and also by customers and other parties. These legal proceedings are primarily in the nature of (a) arbitration petitions (b) civil suits (c) criminal complaints, (d) consumer complaints, (e) tax matters and (f) petitions pending before appellate authorities. We believe that the number of proceedings in which we are involved in is not unusual for a company of our size in the context of doing business in India. Except as disclosed below, there is no outstanding litigation involving our Company, Subsidiaries, Promoters, Directors and group companies or any other person that would have a material adverse effect on our operations or financial position which may affect the Issue or the investor's decision to invest in the Issue.

The Debenture Fund Raising Committee has set a materiality threshold for disclosure of events or information in relation to the Issue encompassing all pending litigation involving our Company, Promoter, Directors, Subsidiaries and group companies, other than criminal proceedings, and regulatory proceedings (which would be disclosed in a consolidated manner), as 'material' for the purposes of disclosure in this Tranche II Prospectus if: (i) the monetary amount of claim by or against the entity or person in any such pending litigation is in excess of an amount of ₹1,000 million, or (ii) any such litigation or regulatory action the outcome of which has a bearing on the business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, Directors, our Promoter, Subsidiaries or our group companies shall, unless otherwise decided by our Board of Directors/Fund Raising Committee, not be considered as litigation until such time that our Company, Directors, Promoter, Subsidiaries and/or group companies, as the case maybe, is impleaded as a defendant in litigation proceedings before any judicial forum.

Except as disclosed below, there are no pending proceedings pertaining to:

- a. matters likely to affect operations and finances of our Company, Subsidiaries, Promoter, Directors, group companies, or any other person, whose outcome could have a material adverse effect on our Company, including disputed tax liabilities and contingent liabilities of any nature;
- b. any default and non-payment of statutory dues;
- c. litigation or legal action pending or taken against the promoters of the Company by a Government Department or a statutory body during the last three years immediately preceding the year of the issue of this Tranche II Prospectus;
- d. The details of acts of material frauds committed against the Company in the last three years, if any, and if so, the action taken by the Company;
- e. there are no failures or defaults to meet statutory dues, institutional dues and dues towards instrument holders including holders of debentures, fixed deposits and arrears on cumulative preference shares, etc., by our Company;
- f. pending proceedings initiated against our Company for economic offences; and
- g. inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013, or any previous companies law (including where there were any prosecutions filed) and fines imposed or compounding of offences by our Company in the last three years immediately preceding the year of issue of this Tranche II Prospectus against our Company and our Subsidiaries fines imposed on or compounding of offences done by our Company and our Subsidiaries in the last three years immediately preceding the year of issue of this Tranche II Prospectus.
- h. any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc) which may affect the issue or the investor's decision to invest in the Issue.

#### 1. Criminal litigations, material civil litigations and all regulatory actions involving our Company

- (i) As on the date of this Tranche II Prospectus, following are material civil litigations in our Company:

##### Civil Litigation

By our Company

Nil

Against our Company

Our Company has been served with provisional attachment order dated May 18, 2020 (“**PAO**”) from the office of the Enforcement Directorate, Jalandhar, under various provisions of PMLA against the immovable properties and investments of Kuldeep Singh, Vikram Seth and others for allegedly siphoning off about ₹213.10 million from Bank of Baroda, Phagwara Branch. It is revealed from PAO that certain non-performing asset were taken over by our group entity, Edelweiss Asset Reconstruction Company Limited (“**EARC**”) under assignment deed from State Bank of Patiala (now merged with State Bank of India) in its ordinary course of business. Our Promoter has been served with show cause notice dated July 10, 2020 from the Adjudicating Authority, PMLA, New Delhi (“**Authority**”). Our Company has been served with show cause notice dated July 10, 2020 under Section 8 of PMLA *inter alia* inquiring about source of income, earning or assets by means of which our Company acquired attached property and directed to appear before the Adjudicating Authority, New Delhi along with supporting evidence/documents. EFSL filed its application dated December 7, 2020 before Adjudicating Authority, PMLA and advanced submissions that it has been incorrectly arraigned in the present proceedings. EARC, also filed its reply dated November 2, 2020 before the Authority on merit to decline confirmation of PAO. Upon noting the submission of EFSL, the Adjudicating Authority adjourned the matter for final arguments. The Authority vide its order dated December 28, 2021 confirmed the PAO against the proprieties under provisions of the PMLA Act and ordered to continue pending investigation. Being aggrieved, EARC preferred an Appeal being no 4530 of 2022 before the hon’ble appellate tribunal constituted under PMLA Act challenging said order and the same is pending for hearing. Our Company also adopted further appropriate steps by way of Appeal challenging the said order. The matter is currently pending.

(ii) **Criminal Litigation**

By our Company

- A. Our Company *vide* its letter dated December 30, 2011 had filed a complaint under various sections of IPC, the Information Technology Act, 2000, Trademark Act, 1999, and the Copyright Act, 1957 against Vaibhav Singh, Percept Profile, Harindra Singh, Shailendra Singh, Rajeev Mehrotra and unknown persons in relation to press release titled “*Edelweiss Asset Management Head Quits, to Start Own*”, which was allegedly released by the aforesaid employees of Percept Profile on behalf of our Company. Our Company also moved a criminal writ petition before Bombay High Court against the State of Maharashtra and others, praying *inter alia*, that the respondents or the Central Bureau of Investigation (“**CBI**”) or any other agency be directed to register and investigate the aforesaid complaint dated December 30, 2011. The Bombay High Court *vide* its order dated July 23, 2012, directed the police to register a first information report on August 6, 2012 (“**FIR**”). Subsequently, Harindra Singh and Shailendra Singh filed a Criminal Application before the Bombay High Court praying *inter alia* for quashing the FIR. Further, Rajeev Mehrotra filed a criminal application before Bombay High Court *inter alia* praying for declaration that investigation under FIR is null and void and for staying further proceedings in the FIR. The Court, *vide* its order dated December 3, 2012, directed that a 72 hours’ advance notice has to be given prior to any arrest of any of the accused in the case, so that appropriate remedy can be sought. The matter is currently pending.
- B. On June 13, 2020, our Company filed a criminal complaint against LeapUp-Edutech Private Limited and its two directors (“**Accused**”) for having committed offences under provisions of Indian Penal Code, *inter alia* defamation, cheating, criminal breach of trust, hatching a criminal conspiracy along with mischief for publishing defamatory video against our Company, on its private channel on YouTube. The video has been taken down by the Accused. The matter is currently pending.

Against our Company

Nil

(i) **Regulatory Proceedings involving our Company**

- A. Our Company (ought to have been ECL Finance Limited) has been served with a notice dated February 16, 2022 (“**Notice**”) issued by Member Secretary, Micro and Small Enterprises Facilitation Council, MMR Region, Mumbai inter-alia informing that one M/s. Pagdandi Marketing Solutions Private Limited (“**Complainant**”), the complainant has filed a petition on Samadhan Portal under Section 18(1) of Micro Small Medium Enterprises Development Act, 2006. The Complainant, being channel partner of ECL Finance Limited for sourcing equipment and mortgaged finance, alleged against ECL Finance Limited for non-payment of commission / invoice amounting to ₹ 2.36 million along with interest of ₹ 2.30 million aggregating to ₹ 4.66 million for processing of loan business. Our Company filed its application dated July 07, 2022 challenging maintainability of the captioned petition on merit alongwith copy of criminal complaint filed against the directors of the Complainant. The Petition is pending for hearing.

**2. Litigation or all legal or regulatory actions involving our Promoter as on the date of this Tranche II Prospectus**

- (i) The Enforcement Directorate, Ministry of Finance, (“**ED**”) vide a letter dated January 3, 2020 (“**Summon**”), issued under Sections 37(1) and (3) of the Foreign Exchange Management Act, 1999 read with Section 131(1) of the Income Tax Act, 1961 and Section 30 of the Code of Civil Procedure 1908, the Chairman of our Company and requested his personal attendance in case of Capstone Forex Private Limited and others on January 9, 2020 to give evidence and produce books of account or other documents specified in the Summon. The Chairman of our Company attended the office of ED on January 15, 2020, and the authorized representative of our Company vide letter dated January 15, 2020, *inter alia* responded to the Summon and provided the information sought in the Summon. Subsequently, further queries were responded to vide email dated January 17, 2020 and letter dated January 22, 2020. No request for information or personal appearance is pending to be complied. The matter is currently pending.
- (ii) Sharad Jagtiani, a client of Nuvama Wealth Management Limited (“**NWML**”) filed an application dated November 11, 2008 under Section 156(3) of the Criminal Procedure Code, 1973 (“**CrPC**”) before the Additional Chief Metropolitan Magistrate, Rohini Courts, Delhi (“**Court**”) against NWML and others, including our Company’s Promoters Rashesh Shah and Venkatchalam Ramaswamy, alleging unauthorised trading in futures and options (“**F&O**”) in Sharad Jagtiani’s account and a loss of approximately ₹4.1 million to Sharad Jagtiani’s son on account of cheating, breach of trust and conspiracy. A first information report dated January 16, 2009 (“**FIR**”) was registered in Subhash Palace Police Station, Delhi, alleging loss of approximately ₹4.1 million in the stock market trade on account of cheating, breach of trust and conspiracy by the Sharad Jagtiani. The police proceeded to investigate the allegations and on October 11, 2010, a closure report (“**Report**”) was filed by the investigating officer before the Court. The Report was challenged by Sharad Jagtiani by way of Application under Section 173 (8) of the CrPC. The matter is currently pending.
- (iii) S & D Financials Private Limited (“**SDFL**”), a client of Nuvama Wealth Management Limited (“**NWML**”) filed an application under Section 156(3) of the CrPC pursuant to which a first information report dated March 22, 2008 (“**FIR**”) was registered under various sections of IPC against NWML and our Company’s Directors and Promoters, Rashesh Shah and Venkatchalam Ramaswamy and others. In the FIR, SDFL inter-alia alleged Rashesh Shah and Venkatchalam Ramaswamy and others of unauthorised trading, criminal breach of trust and cheating SDFL in future and options transactions amounting to ₹8.48 million. NWML vide a letter dated September 8, 2008, denied all the allegation against it and inter alia stated that (a) there are arbitration proceedings initiated by NWML against SDFL for non-payment of monies which are currently pending; and (b) there was a running account maintained between NWML and SDFL and only when SDFL suffered a loss in January 2008, it chose to file a criminal complaint on frivolous grounds to avoid payment of monies to NWML. The matter is currently pending.
- (iv) ECL Finance Limited, our Promoter Rashesh Shah and other employees of ECL Finance Limited (“**Accused**”) are in receipt of a complaint under various section of IPC filed by one Amir Ahmad (“**Complainant**”). The Complainant has alleged that ECL Finance Limited arbitrarily liquidated his 4383 equity shares of HDFC Bank Limited, pledged with ECL Finance Limited as Security for repayment of ESOP loan facility amounting to ₹ 5.74 million and unsecured loan facility amounting to ₹ 2.35 million availed by the Complainant. ECL Finance limited vide its letter dated January 12, 2021 replied to the said notice alongwith relevant documents denying the allegations made by the Complainant. Further, all the Accused have filed their replies vide letter dated February 2, 2021. The investigation is currently pending.
- (v) ECL Finance received notice dated April 5, 2021, from its borrower Dr. Mohammad Ali Kaka Patankar (A to Z Diagnostic Centre), Mumbai (“**Borrower**”) through his Advocate regarding alleged high-handed behaviour of collection executives during their visit to his residence on March 30, 2021, for recovery of outstanding dues/EMIs. The Borrower vide another letter dated April 7, 2021, made a complaint before the President of the Maharashtra State Minorities Commission (“**MSMC**”) for alleged intimidation (“**Complaint**”). Based on the Complaint, the

MSMC issued a notice under Section 10 of the MSMC Act 2004 to the Deputy Commissioner of Police, Circle 5, Mumbai and Mr. Rashesh Shah, Chairman for appearance and hearing. The Borrower *vide* letter dated July 7, 2021, informed the Senior Inspector of Police, Worli Police Station about the settlement of the dispute and requested to treat the matter as amicably settled between the Parties. The matter is currently pending.

- (vi) BE Office Automation Product Private Limited (“**Petitioners**”) filed Civil Original Contempt Petition No. 362 of 2021 before the Punjab and Haryana High Court (“**Court**”) against various parties including our Promoter, Mr. Venkatchalam Arakoni Ramaswamy, for willfully and deliberately violating order dated December 8, 2017 passed by the Commercial Court, Gurugram in Arbitration Case No. 04 of 2017.

The Petitioners and Orris had entered into commercial arrangements to develop certain residential properties on land provided by the Petitioners. Certain disputes arose between Petitioners and Orris, and the Petitioners filed an application under Section 9 of the Arbitration and Conciliation Act, 1996 before the ADJ, Commercial Court, and Gurugram against Orris and others praying for restraint on alienation of inventory of the project in which third party rights were already created. By an order dated December 8, 2017, the Court restrained Orris from creating third party rights on the remaining units to be allocated to the Petitioners.

EARC entered into a deed of assignment (“**Deed**”) with L&T Housing Finance whereby a security interest was created in favour of L&T Housing Finance on certain immovable assets in the Project. EARC issued a Public Caution Notice after the execution of the Deed, *inter-alia* directing that an NOC has to be availed from EARC before selling any units to a prospective purchaser. Any sale without the NOC of EARC will be null and void. Pursuant to publication of the notice the Petitioners informed EARC that certain properties mentioned in the public notice form part of the properties already handed over by Orris to the Petitioners pursuant to the order dated December 8, 2017. EARC has admitted that inclusion of the said properties was a typographical error and has replied to the contempt petition on merits. The matter is pending.

### 3. Material litigations involving our Directors as on the date of this Tranche II Prospectus

#### A. Civil litigation

Other than as mentioned under “-Material litigation or legal or regulatory actions involving our Promoter”, there are no other civil proceedings against the Directors of EFSL.

#### B. Criminal litigation

Other than as mentioned below and under “-Material litigation or legal or regulatory actions involving our Promoter”, there are no other criminal proceedings against the Directors of EFSL.

- (i) Smt. Iti, a client of Edelweiss Financial Advisors Limited (“**EFAL**”) (now amalgamated with Edelweiss Broking Limited (“**EBL**”)), filed a first information report on June 30, 2012 (“**FIR**”), before Hari Parvat, Janpad Police Station, Agra (“**Station**”) against Saurabh Jain, Richa Jain and Mahendra Jain (collectively “**Accused**”), under Sections 420, 467, 468, 471 read with Section 120B of the Indian Penal Code, 1860 and Sections 66, 66C and 66D of the Information Technology Act, 2000, for alleged unauthorised trading by modifying her trading account and password with EBL. The total amount claimed by Smt. Iti is ₹ 13.8 million. Thereafter, notices were received by the director of EFSL, namely Himanshu Kaji (“**Directors**”) from the Station and was followed by a supplemental charge sheet of the Station filed with the Chief Judicial Magistrate, Agra (“**CJM, Agra**”). In response, a quashing petition under S 482 of the Criminal Procedure Code was filed by the Directors in the Allahabad High Court (“**AHC**”) which stayed the proceedings before the CJM, Agra. Similarly, a supplemental charge sheet was also filed by the Station against employees and directors of EBL with the CJM, Agra. This was also stayed by the AHC pursuant to a Section 482 application. Further, in August 2019, the AHC clubbed the above Section 482 applications. The matter is pending.

### 4. Litigation involving Subsidiaries.

#### (a) Edelweiss Asset Reconstruction Company Limited (“**EARC**”) and its Trust

##### (i) Civil proceedings by EARC Trusts

1. IDFC First Bank Limited (Assignor bank and applicant in the original application) filed an application in DRT-Hyderabad against Coastal Projects Limited, and others for recovery of the debt amount from

defaulter, Coastal Projects Limited amounting to ₹2,382.76 million. EARC has acquired the debts pertaining to Coastal Projects Limited from IDFC Bank Limited *vide* Assignment Agreement dated August 24, 2018 under EARC Trust SC 341. After assignment of debts, EARC, acting in its capacity of trustee has filed an application for impleadment as an applicant, in its capacity as assignee, in the original application (“OA”) filed by IDFC Bank Limited in DRT Hyderabad, which was allowed by DRT-Hyderabad.

Defendant’s also filed their counter claim of about ₹2,390 million against the Assignor Bank on the ground that Bank, which was holding 3,385,939 shares of the defendant company in security, have liquidated at much lower price of about ₹670 million without any notice to the defendants. Defendants alleged that the liquidation is in violation of the provisions of the agreement executed between the Bank and the Defendants and the Assignor bank ought to have realized ₹3,510 million upon liquidation of securities.

Since the corporate debtor (i.e., Coastal Projects Limited) have undergone liquidation under the Insolvency and Bankruptcy Code, 2016, EARC, acting in its capacity of trustee, had filed an interim application for bringing on record the liquidator. The said interim application for bringing on record the liquidator has been allowed. The matter is currently pending for recording evidence.

(ii) Civil proceedings against EARC Trusts

*Other than as mentioned below and under “-Civil proceedings against ECL Finance”, there are no other civil proceedings against EARC or EARC Trusts.*

1. Winsome Yarns Limited, the Plaintiffs have filed a Civil Suit being No. 444 of 2020 before Civil Judge (Junior Division), Ludhiana against the State of Punjab and EARC inter alia for declaration that the assignment agreement dated December 10, 2015 executed between Punjab National Bank (“PNB”) and EARC Trust SC 168 for the exposure of Winsome Yarns Ltd should not be relied upon by any legal forum. The purchase consideration of the assignment agreement executed between PNB and EARC Trust SC 168, is amounting to about ₹ 479.5 million. On February 13, 2020, EARC, acting in its capacity of trustee, filed its written statement and filed an application under order 7 Rule 10 of CPC for return of plaint consequent upon misjoinder of cause of actions. On February 24, 2020, the Plaintiffs filed its reply to said application. The matter is pending for hearing due to pandemic Covid-19.
2. Winsome Yarns Limited, has filed a Petition being Miscellaneous Application No. 24 of 2020 before the Court of Chief Controlling Revenue Authority-cum-Financial Commissioner (Revenue) Punjab, Chandigarh (“CCRA”) inter-alia praying for an order that EARC, in its capacity as Trustee be directed not to act upon the assignment agreement dated December 10, 2015 executed between PNB and EARC Trust for want of paying requisite stamp duty before any lawful authority including DRT/NCLT, Chandigarh etc. CCRA vide its interim order dated February 03, 2020 passed an order to issue notice to District Collector, Ludhiana to submit certified copy of the assignment agreement dated December 10, 2015 and to submit his opinion on quantum of stamp duty, if any payable and if so, by which party. CCRA further passed an order to issue notice to EARC, acting in its capacity as trustee, for appearance before CCRA and to contest the stamp duty liability amounting to about ₹14.59 million and interest, if any. On February 19, 2020 EARC, acting in its capacity as trustee, entered its appearance, however on account of pandemic Covid-19, matter adjourned from time to time. On October 07, 2020 EARC, acting in its capacity as trustee, filed its reply and an application for maintainability of miscellaneous application, which was rejected by CCRA. CCRA vide its Order dated December 18, 2020 held that Financial Commissioner has the jurisdiction to adjudicate the Miscellaneous Application No. 24 of 2020 and is maintainable for final adjudication. Miscellaneous Application is pending for final adjudication.

In the meantime, EARC, acting in its capacity as trustee, filed a Civil Writ Petition being No. 13346 of 2020 before the High Court at Punjab & Haryana against (i) State of Punjab through CCRA, Punjab, (ii) Deputy Commissioner, Ludhiana and (iii) Joint Sub Registrar cum Naib Tehsildar, Mullanpur Dhakan, Ludhiana *inter-alia* challenging the ex-parte interim order dated February 03, 2020 passed by CCRA.

Winsome Yarns Limited, filed an application before the Hon’ble High Court to become a party in Civil Writ Petition filed by EARC Trust, which was allowed by the Court vide its Order dated November 05, 2020 with the observations that Winsome Yarns Limited shall assist the Court on the legal aspect

of payment of stamp duty. On December 07, 2020, the Hon'ble High Court observed that the CCRA would dispose of the pending application of EARC qua maintainability and pass an appropriate order thereon in accordance with Law. The said Writ Petition was disposed off vide order dated October 26, 2021 wherein the Hon'ble High Court of Punjab and Haryana, while allowing said petitions has set aside impugned orders in all the Petitions and the consequence of the same is that EARC Trust no longer has any stamp duty liability as on date. Being aggrieved, Winsome Yarns Limited and State of Punjab preferred an Appeals against the said order dated October 26, 2021 before Division Bench of Punjab and Haryana High Court. The matter is currently pending before Hon'ble High Court of Punjab and Haryana and CCRA.

3. SAM Family Trust and AHA Holdings Private Limited ("**Applicants**") have filed Securitization Applications being Dairy Nos. 1260 of 2021 and 1261 of 2021 respectively along with Applications for Interim stay before the Debt Recovery Tribunal, Pune ("**DRT**") on November 21, 2021 against Catalyst Trusteeship Limited, EARC Trust SC 384, ECL Finance, Smaaash Entertainment Private Limited ("**Smaaash**") and resident Naib Tahsildar, Mahul ("**Defendants**") *inter-alia* challenging demand notice dated July 3, 2020 for ₹ 2689.37 million issued by Defendant No. 1, under sub-section (2) of Section 13 of SARFAESI Act, 2002, notice dated October 25, 2021 to take physical possession mortgaged assets located at Village Kunenama, Taluka , Maval, District Pune in pursuance of Order dated June 29, 2021 passed by the Additional District Collector, Pune. Applicants alleged the classification of NCD account of Defendant Smaaash as NPA for non-payment of interest is contrary to RBI guidelines. Furthermore, alleged assignment agreement dated June 28, 2019, executed by ECL Finance in favour of EARC Trust SC 384 assigning the benefits of NCDs is contrary to regulatory framework of SARFAESI Act, 2002, the SARFAESI Guidelines, 2003 and various guidelines/circulars/directions issued by the RBI. An appeal was filed against the DRT order allowing the securitisation application before the Debt Recovery Appellate Tribunal ("**DRAT**"). The DRAT, vide order dated June 3, 2022 stayed the DRT order. Further, DRAT has order to maintain status quo of the property being adjudicated vide its order dated June 27, 2022. DART, Mumbai by its order dated November 11, 2022 stayed the operation of impugned order of DRT, Pune. The matter is pending.

Additionally, Smaaash Entertainment Private Limited and AHA Holdings Private Limited ("**Applicants**") have filed a commercial suit being suit nos. 1292 of 2022 and 987 of 2022 respectively along with an application for interim stay on the assignment agreement entered between ECL Finance and EARC Trust SC 384 before the High Court of Bombay on January 13, 2022 and January 10, 2022 respectively. ECL Finance Limited, EARC Trust SC 384, Catalyst Trusteeship Limited and Reserve Bank of India have been listed as defendants in the suit ("**Defendants**"). The suit *inter alia* challenges the invoking of pledge of shares by EARC, acting in its capacity as trustee, that were pledged by Smaaash with EARC Trust SC 384. The single judge bench appreciated that dues are acknowledged but since DRT has stayed all SARFAESI actions and NPA declaration by ECL Finance, the Single Judge Bench stayed defendants to act upon the assignment agreement till the next date of hearing. Against which ECL Finance, EARC Trust SC 384, Catalyst Trusteeship Limited ("**Appellants**") filed an appeal before Division Bench of Bombay High Court being commercial appeal nos. 13541 of 2022 and 13542 of 2022 respectively against Smaaash Entertainment Private Limited and AHA Holdings Private Limited ("**Respondents**") challenging the order of the Single Judge Bench citing all the debt, dues and default admitting emails and balance sheet, where the Division Bench appreciated the facts placed and reversed the order of the single judge bench in appellants' favour. The matter is currently pending.

4. GVK Energy and others ("**Plaintiffs**") have filed a suit for declaration and permanent injunction on the sale of shares of Alaknanda Hydro Power Company Limited ("**Alaknanda**") against EARC Trust SC 429, ECL Finance, Ecap Equities Limited, Edelweiss Finvest Limited (now merged with Edel Finance Company Limited), and others ("**Defendants**"). The Plaintiffs had taken various loans which they had secured by way of shares. The Plaintiffs committed default in repayment of loans and a settlement agreement was entered into, and thereafter an extension vide letter dated June 18, 2021, was also granted, however Plaintiffs defaulted in payments. After the default, ECL one of the Defendants in the suit invoked the shares. The Plaintiffs have prayed for reliefs including stay on the operation of the invocation notice dated May 17, 2022, pertaining to the pledge agreement and maintenance of status quo of the shares of the plaintiff and the security interest under the settlement agreement. It was agreed that the shares of the Alaknanda were to be sold at the best price. ECL Finance submitted that they are in process of selling the shares. The Delhi High Court, vide order dated May 31, 2022, has asked for it to be intimated of any good offers for selling shares. Further, if in the interim, another offer is received by the plaintiffs, they shall intimate the same to the Court and the Defendants. In the event the Plaintiffs

are unable to match the offer of the Defendants, the Defendants would be eligible to sell the said shares at the best offer received by them. Further, it was ordered that the defendants shall not sell any other shares that have been pledged by the Plaintiffs with the Defendants until the impugned shares are sold. However, it was clarified that the defendants shall be free to invoke the pledged shares. The Plaintiffs have filed another interim application no. 9762/2022 (“**Interim Application**”), seeking restraining order against defendants for taking any action on the demand notices issued by them. EARC filed its written statement and its reply to the Interim Application on September 14, 2022. The matter is currently pending.

(iii) Criminal proceedings by EARC Trusts

1. Catalyst Trusteeship Limited (“**Debenture Trustee**”), on behalf of EARC Trust (“**Debenture Holder**”) filed a criminal case on May 24, 2019 before the Metropolitan Magistrate’s 28<sup>th</sup> Court (“**MMC**”), Esplanade, Mumbai (the “**Court**”), against Smaaash Entertainment Limited and its directors and officials (collectively referred to as “**Accused**”) under Section 138 read with Section 141 of the Negotiable Instrument Act, 1881. The Accused issued and delivered a cheque for an amount of ₹1,120 million drawn on HDFC Bank, Mumbai in favour of EARC Trust towards its liabilities in respect of non-convertible debentures. The said cheque was dishonoured on its presentation vide its order July 31, 2019. The Court issued summons against the Accused under Section 138 of Negotiable Instrument Act, 1881. Summons and warrant service reports awaited. The matter is currently pending.

(iv) Criminal proceedings against EARC

1. EARC acquired the Portfolio of 27 assets in March 2014 including the accounts of the Perfect group consisting of (i) Perfect Engineering Products Limited; (ii) Perfect Engine Components Private Limited; and (iii) Karla Engine Components Limited from State Bank of India.

Post-acquisition, the promoters of Perfect Group approached EARC to restructure the dues of the Perfect Group accounts. The promoters introduced, the Chhatwal brothers (“**Investors**”), including Hitesh Chhatwal to EARC as strategic investors who were purportedly willing to make an equity infusion into the Perfect Group companies and provide working capital support. EARC approved the restructuring proposal/plan of Perfect Group companies on the basis of various representations made by the Promoters and the Investors.

The Perfect Group companies failed to comply with the terms and conditions of the restructuring plan and EARC was compelled to revoke the same in 2016 and in 2018. EARC thereafter decided to move towards recovery from secured assets in accordance with law. To stall such recovery, dated February 26, 2019 there was a complaint filed by the Hitesh Chatwal (one of the Investors) with Economic Offences Wing against the Promoters and EARC. Subsequently, the said complaint was closed by Economic Offences Wing after investigations.

EARC thereafter, received letter dated February 26, 2019 from inspector of Police G.C III, Economic Offences Wing Mumbai directing officials of EARC to attend his office regarding fresh complaint filed by Hitesh Chatwal in January 2020 along with the supporting documents namely, due diligence of Perfect Group Companies, ledger book maintained for business between Edelweiss and Perfect Group, balance sheet reports of Perfect Group between the Fiscal 2015 to Fiscal 2018. The matter is currently pending.

2. The Enforcement Director attached the Orissa plant of Bhushan Power and Steel Limited (“**BPSL**”) in October 2019 while BPSL was in Corporate Insolvency Resolution Process (“**CIRP**”) under Insolvency and Bankruptcy Code, 2016 (“**IBC**”). The charge over the plant was given to certain financial institutions in a consortium for the financial facilities extended to BPSL. EARC is a part of that consortium. The matter has been filed before Supreme Court of India by Committee of Creditors (“**CoC**”) through Punjab National Bank, seeking clarification on retrospective applicability of Section 32A under IBC. The matter is currently pending.

(v) Criminal proceedings against EARC Trust

1. Debt of Aqua Logistics Limited (“**Aqua**”) was acquired by EARC from Bank of India. Post assignment, EARC, acting in its capacity as trustee, initiated action under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI**”) with respect to an

asset belonging to the guarantor being a residential premises at Mumbai and in the process filed an application before the Chief Magistrate Court (“**CMM Court**”), seeking possession orders. In the said proceedings, the third party filed an intervention application contesting the SARFAESI proceedings initiated by EARC, acting in its capacity as trustee. The said third party claimed to have a right over the secured asset on the basis of an arbitration award and an attachment warrant issued by the Bombay High Court over the secured asset in the execution proceedings initiated by the said third party for execution of the award passed in his favour. The said third party has also filed an application under Section 340 of CRPC against EARC Trust and its officers. EARC, acting in its capacity as trustee filed a chamber summons for vacating the attachment warrant passed by the High Court in the execution proceedings of the third party. The Bombay High Court passed an interim order in favour of EARC Trust staying the attachment warrant. After a series of litigation proceedings, EARC obtained possession orders from the CMM Court, and the Commissioner appointed by the CMM Court took possession of the mortgaged property and handed over the possession to the recognized officer of EARC. EARC, acting in its capacity as trustee put the mortgaged asset for auction under the SARFAESI Act and successfully auctioned the asset in March 2020. EARC, acting in its capacity as trustee has simultaneously filed a recovery suit against Aqua Logistics Ltd, qua the principal borrower and Harish G. Uchil and Rajesh G. Uchil qua guarantors before Debt Recovery Tribunal – II, Mumbai and the same is pending adjudication and is currently at the stage of evidence. The principal borrower is undergoing liquidation under the orders of Bombay High Court. The matter is currently pending.

**(b) Edelweiss Investment Adviser Limited (“EIAL”)**

**(i) Civil proceedings by EIAL**

1. EIAL (“**Plaintiff**”) filed commercial Civil Suit (COMM) bearing No. 397 of 2020 before the Delhi High Court (“**DHC**”) against Lily Realty Private Limited and another (“**Defendants**”), *inter-alia*, seeking a decree of specific performance of the Memorandum of Understanding dated October 29, 2015 (“**MOU**”) and repayment of a sum of ₹ 103.32 million along with the pendente lite and future interest @ 28.25% per annum from the date of filing of the suit. EIAL has also sought a permanent injunction restraining the Defendants, agents etc. from creating any third-party rights on any movable and immovable assets of the Defendants. DHC, by its order dated September 29, 2020 restrained Defendant No.2 from creating any charge or liability on the three flats specified in the order. Further, by its order dated April 9, 2021, DHC has restrained the Defendants from selling or encumbering all their immovable properties till further orders. The matter is currently pending.
2. EIAL (“**Plaintiff**”) filed a Commercial Suit bearing Lodging No. COMSL/12616/2021 on June 9, 2021, alongwith an application for interim injunction before the Bombay High Court against Wondervalue Realty Developers Pvt Ltd and 12 others. The Plaintiff *inter-alia* prayed for a declaration that the 15 Investment Agreements dated November 20, 2017, February 17, 2018, May 15, 2018 and June 27, 2018 (“**Investment Agreements**”) in respect of redevelopment of the project ‘HBS Towers’, at Worli, Mumbai are valid, subsisting and binding upon the Defendants and for an order / direction that Defendants No 1 to 9 be directed to pay an aggregate sum of ₹ 2873.61 million as on May 24, 2021, along with interest thereon at the rate of 18% p.a. and for other reliefs more particularly mentioned in the plaint. The matter is currently pending at pre-admission stage.

**(ii) Civil proceedings against EIAL**

1. Ecstasy Realty Private Limited & Shobhit J Rajan (“**Plaintiffs**”) have filed a Commercial Suit being No. COMS/20590 of 2022 on June 28, 2022 before Bombay High Court against i) Catalyst Trusteeship Private Limited, ii) ECL Finance Limited, iii) Edelweiss Investment Adviser Limited and iv) Edelweiss Rural and Corporate Services Limited (“**Defendants**”) for specific performance *inter-alia* directing the Plaintiff No. 1 to perform its obligation under Debenture Trust Deed dated March 27, 2018 (“**DTD**”) & its subsequent amendments vide its two emails dated March 16, 2022 and March 23 2022 and further declaration that the Defendants are not entitled to any repayment from the Plaintiffs under DTD as amended till September 2023. The Plaintiff further prayed for an order and decree against the Defendants to pay by way of damages namely, i) INR. 6711 million against the Catalyst Trusteeship Private Limited for unilaterally increasing interest rate under the issued NCD & failure to release security over additional property under terms of DTD, ii) aggregate INR 2870 million against the Defendant No. 2 *inter-alia* for having failure to disburse Rs. 109.80 million under unsecured loan agreement dated August 24, 2018, for having sold 11 flats in Project 1 at a under value, for failure to timely release of funds for IOD fees & for compensation for its failure to release towards purchase of



5 flats under sale agreement dated December 31, 2019, iii) Rs. 528 million for having failure to disburse Rs. 240 million, and iv) Rs. 158.70 million against all Defendants towards excess processing fees. The Plaintiffs further prayed for an interest on each of the above amounts at the rate of 18% from the date of filing of the present suit till payment.

It is a Plaintiffs case of usurpation of Project land located at Four Bungalows, Andheri by the Defendants is in excess of Rs. 16,000 million and thereby causes damages amounting to Rs. 3594 million as detailed in Particulars of claim. Defendants have filed their respective defence statements. The Hon'ble High Court of Bombay vide its order dated September 13, 2022 ("**Impugned Order**") rejected the interim applications being no. 3618 of 2022 and 25486 of 2022 filed by the Plaintiffs seeking to restrain the Defendants from acting in breach of the amendments to the DTD. Being aggrieved by this, the Plaintiffs filed an appeal dated September 27, 2022, being (lodging) no. COMAP/31058 of 2022 before the Hon'ble High Court of Bombay to set aside the Impugned Order. The matter is currently pending.

(iii) Criminal proceedings by EIAL

Nil

(iv) Criminal proceedings against EIAL

Nil

(c) **ECL Finance Limited ("ECL Finance")**

(i) Civil proceedings filed by ECL Finance

Except as disclosed below and under "*-Material litigations and regulatory actions involving our Company – Civil Litigation – By our Company*", and the ones mentioned below, there are no other civil proceedings filed by ECL Finance.

1. Pursuant to the Facility Agreement dated September 22, 2017 ("**Facility Agreement**") executed by and between (i) Saha Infratech Private Limited ("**Principal Borrower**"), (ii) Abet Buildcon Private Limited, (iii) Elicit Realtech Private Limited, (iv) Kalpataru Housing Private Limited, (v) Green Space Agro-Ventures Private Limited, (vi) Palm Developers Private Limited ("**Obligors/Corporate Debtors**") and ECL Finance ("**Lender**"), ECL Finance has granted the revolving credit facility to the Borrowers to the maximum extent of INR 900 million for the general corporate purpose. In furtherance to the terms of the Facility Agreement the Corporate Debtors including Obligor/Corporate Debtor Palm Developers Private Limited executed the Corporate Guarantee dated September 22, 2017 in favor of ECL Finance extending its obligations in making payment in the event of any default on part of the Principal Borrower under the Facility Agreement.

The Principal Borrower Id various defaults In payment of principal, Interest & other monies and also in observance & performance of the other conditions of the Facility Agreement. ECL Finance vide its communications dated April 2, 2019 and September 26, 2019 pointed the defaults committed by the Principal Borrower and/or the Obligor/Corporate Debtor under the Facility Agreement.

On January 27, 2020, the National Company Law Tribunal ("**NCLT**"), Bench – II New Delhi admitted the Corporate Insolvency Resolution Plan ("**CIRP**") filed by Ram Niwas and Sons, the petitioner under Company Petition (IB) – 894 (ND) 2019 against the Obligor/Corporate Debtor ("**Company Petition**"). Pursuant to the public announcement made by the Interim Resolution Professional ("**IRP**"), ECL Finance, as a lender submitted its Form C showing default from the year 2017 and claiming an approximate amount of INR 1269.69 million against the principal outstanding and interest due and payable as on January 27, 2020 and IDBI Trusteeship Services Limited as Debenture Trustee. On February 20, 2020, IRP constituted Committee of Creditors ("**COC**") and ECL Finance was duly made member thereof.

One Mr. Abhinav Mukherji having 1.38% voting share filed Interim Application being IA no. 1610 of 2020 in Company Petition challenging the constitution of COC. The NCLT vide its Order February 20, 2020, directed erstwhile IRP to restrain from holding meeting of COC till constitution of COC is ascertained. ECL Finance filed its detailed reply on September 18, 2020 opposing the said application

and placing on record all relevant documents. On September 23, 2020, ECL Finance filed IA no. 4130 of 2020 seeking substitution of Appellant no. 2 namely Assets Care & Reconstruction Enterprises Limited (“**ACRE**”) in place of Appellant no. 1 in IA no. 1610 of 2020 in view of the Assignment of Loan by ECL Finance to ACRE pursuant to Deed of Assignment dated March 27, 2020. NCLT vide its Order dated March 14, 2022 allowed the IA no. 1610 of 2020 and held that ECL Finance is not a Financial Creditor to the Corporate Debtor namely Palm Developers Private Limited. NCLT also dismissed IA no. 4130 of 2020. Being aggrieved against the said Order and Judgement, ECL Finance filed Company Appeal (AT) (Insolvency) 358 of 2022 before NCLAT, New Delhi. By an Order dated July 12, 2022, NCLAT dismissed the said Appeal. Being aggrieved ECL Finance has filed an Appeal being No. 6268 of 2022 against order passed by the NCLAT before the Hon’ble Supreme Court of India. The Hon’ble Court by its order dated September 12, 2022 directed to issue notice in the matter and to maintain status quo until further orders. The matter is currently pending.

(ii) Civil proceedings against ECL Finance

Other than as mentioned below and under “*Material litigations or legal or regulatory actions involving our Promoter*” “*Civil proceedings against EARC*”, and “*Civil proceedings against EIAL*”, there are no other civil proceedings filed against ECL Finance.

1. A Rani (“**Plaintiff**”) has filed suit against ECL Finance and others before for the Court of District Munsiff at Poonamalee for declaration and injunction that the deed of mortgage dated February 23, 2018 which was executed in favour of ECL Finance Limited is invalid and *inter-alia* claiming ownership with respect to the mortgaged property. The suit property is one of the properties forming part of the security for the loan of ₹1,450 million sanctioned by ECL Finance to Neptune Developers Private Limited. The Plaintiff has challenged the ownership right of Neptune Developers Private Limited with respect to the said property. Subsequently, ECL Finance has assigned the debt along with underlying securities (which includes mortgage of said property) to Assets Care and Reconstruction Enterprise Limited (“**ACRE ARC**”) under deed of assignment dated March 27, 2020. The matter is currently pending.
2. ECL Finance granted secured credit facilities to Fortis Healthcare Holdings Private Limited (“**Fortis Holdings**”) and RHC Holdings Private Limited (“**RHC Holdings**”) during 2016 to 2018 amounting to about ₹4200 million against, inter alia, the pledge of certain equity shares of Fortis Healthcare Ltd. (“**Fortis**”) by Fortis Holdings as security towards repayment of loan amount (Fortis and RHC Holdings collectively referred to as the (“**Borrowers**”).

Daiichi Sankyo Company Limited (“**Daiichi**”), a creditor has obtained an arbitration award dated April 29 & 30, 2016 against Mr. Malvinder Singh & Mr. Shivendra Singh, promoters of Fortis and RHC Holdings and others (“**Respondents**”) in Singapore whereby Daiichi was held entitled to receive ₹ 35000 million approximately from Respondents. Daiichi thereafter filed proceeding in Delhi High Court for enforcement of said award by way of execution Petition being OMP (EFA) (COMM.) No. 6 of 2016. During the proceedings before Delhi High Court, the Promoters and some of their companies had given certain undertakings and subsequently Delhi High court restraint them from pledging their respective shareholding in Fortis and other Companies. These proceedings happened during the period ECL Finance lent and advanced the loans to the Borrowers. Daiichi filed SLP No. 20417/2017 before Hon’ble Supreme Court against the Respondents. Hon’ble Supreme Courts vide its Order dated August 11, 2017 directed the Respondents to maintain status quo with respect to shareholding of Fortis. Hon’ble Supreme Court vide its order dated August 31, 2017 clarified that the interim order dated August 11, 2017 also apply to the encumbered shares of Fortis. ECL Finance being one of the secured creditors, as aggrieved from aforesaid orders, filed application for intervention no. 98913 of 2017 and application for directions being IA No. 98915 of 2017 before Hon’ble Supreme Court. Other secured creditors also filed similar applications. While disposing of the said applications of the secured creditors including that of ECL Finance Hon’ble Supreme Court on February 15, 2018 allowed the applications of the secured creditors and passed an order *inter-alia* clarifying that interim orders dated August 11, 2017 and August 31, 2017 to mean that the status quo granted shall not apply to shares of Fortis Healthcare Limited held by Fortis Healthcare Holdings Private Limited as may have been encumbered on or before the interim orders of this Court dated August 11, 2017 and August 31, 2017.

ECL Finance thereafter, during the period from February 16, 2018 and February 26, 2018 sold 3,27,75,000 shares of Fortis pledged by Fortis Holdings as security for the loans to recover its dues.

Subsequently Daiichi filed a Contempt Petition I No. 2120/2018 in the SLP I No. 20417/2017 before the Hon'ble Supreme Court of India ("**Court**"), against Indiabulls Housing Finance Limited ("**Indiabulls**") for violation of order dated August 11, 2017, and August 31, 2017, wherein Indiabulls was found guilty and directed to deposit the amount. ECL Finance was not a party to the contempt proceedings. *Suo motu* contempt proceedings were initiated by the Court in 2019 under *Suo Motu* Contempt Petition I No. 4 of 2019 and the Court vide Order dated February 18, 2021, directed all the banks / financial institutions to file an affidavit bringing on record the entire transactions and to inspect whether any violation of undertakings / status quo orders had taken place. ECL Finance filed the affidavit in compliance of this order. The Hon'ble Court vide its Order dated September 22, 2022, disposed of *Suo Motu* Contempt Petition (C) No. 4 of 2019 *inter-alia* with a direction to the High Court, before whom the proceedings in execution are pending, to consider appointment of forensic auditor(s) to analyse the transactions entered into by the banks and financial institutions and to look into whether such transactions were bona fide and entered into in commercial expediency.

In the interim, Daiichi has moved Execution Application No. 819 of 2020 before Delhi High Court against the Promoters, various Banks and Financial Institutions including ECL Finance, in whose favour the shares of Fortis were pledged by the Promoters and their Companies. Daiichi has claimed that the Promoters and their Companies had created pledge in violation of the undertakings given and order passed by the Delhi High Court. Daiichi has prayed for declaring the pledge as void and alternatively if the pledged shares are already sold then direction to Banks and NBFCs to deposit/refund the shares price of sold shares. Daiichi *inter-alia* prayed before the hon'ble Delhi High Court to either pass an order directing ECL Finance to set aside the creation of pledge on 3,09,55,000 Fortis Healthcare Limited shares held by Fortis Healthcare Holdings Private Limited ("**Shares**") and pass a consequential order of attachment and sale of such shares, or to direct ECL Finance to deposit a sum equivalent to the value of Shares as on June 21, 2017 before the hon'ble Delhi High Court. On December 18, 2020 ECL Finance filed its counter reply before the Delhi High Court. The matter is pending.

3. Bhimiraj Builders Private Limited ("**Plaintiff**") have filed a suit against ECL Finance, Edelweiss Asset Reconstruction Company Limited and Edelweiss Rural & Corporate Services Limited before the Bombay High Court. The Plaintiff has alleged that ECL Finance has malafidely and prematurely declared the loan as NPA, has illegally assigned the loan to Edelweiss Asset Reconstruction Company Limited, unilateral and incorrect imposition of interest rates, and mismanagement in the diversion of funds. Further, it has also been alleged that Edelweiss Asset Reconstruction Company Limited malafidely initiated a corporate insolvency resolution plan against the Plaintiff. The Plaintiff has prayed for an amount of ₹ 45,458.77 million along with interest, and a permanent injunction in order to restrain Edelweiss Asset Reconstruction Company Limited from acting up on the assignment of the loan. EARC filed its written statement dated 9th November 2022. The matter is currently pending.
4. Max Ventures Investment Holdings Private Limited, the Plaintiffs have filed a Civil Suit (Commercial) being No. 868 of 2022 alongwith applications for interim reliefs before Delhi High Court against the Defendants, (i) Catalyst Trusteeship Limited, the Debenture Trustee, (ii) ECL Finance Limited, a Debenture holder, (iii) ESOP III Investment Fund, a Debenture holder, (iv) Edelweiss Broking Limited (now known as Nuvama Wealth and Investment Limited), the Depository, and (v) Nuvama Wealth Management Limited, a broker of Debenture holders, *inter-alia* seeking urgent declaratory reliefs against the Defendants on account of sale of shares of INR 5.40 million (ought to be 54,00,000 shares) by the Defendants of Max Financial Services Limited ("**MFSL**") pledged by the Plaintiffs in favour of the Debenture Trustee (D1) pursuant to the Pledge Agreement dated March 07, 2021 ("**Pledge Agreement**") and recall notice dated November 17, 2022 as illegal and /or invalid and reliefs in the nature of Damages for fundamental breach of the terms of the Pledge Agreement, which are to be quantified at a subsequent stage. The Plaintiffs also filed an application under Section 154 of Code of Civil Procedure, 1908 for grant of injunction against any precipitative action arising from the Debenture Trust Deed ("**DTA**"), Pledge Agreement and Recall Notice dated or any other agreement, restraining credit information agencies from identifying a default regarding DTD, Pledge Agreement and Recall Notice and for other reliefs more particularly mentioned in the said application.

It is a Defendants' case that Defendant No. 2 and 3 invested into NCD's aggregating to INR 4000 million issued by the Plaintiffs, which were secured by listed shares of MFSL. Upon commission of default of the terms of the DTD, entire NCDs were recalled and sold after invoking pledge. The Defendants 2 and 3 have already issued no due certificate to the plaintiff. The matter is pending.

5. Shripal Morakhia & others filed a commercial suit bearing diary no. 354/2022 on October 19, 2022

(“**Commercial Suit**”) in Bombay High Court against EARC, ECL Finance, Catalyst Trusteeship Limited and Smaaash Entertainment Private Limited (“**Smaaash**”) for the specific performance of the settlement emails addressed by Shripal Morakhia) to EARC with regards to settling the due's for the non-convertible debentures issued by Smaaash amounting to INR 2800 million (“**Smaaash NCDs**”). ECL Finance was the original debenture holder of the Smaaash NCDs and the account being Non-Performing Asset (“**NPA**”), the said non-convertible debentures were transferred/assigned to EARC vide deed of assignment dated June 28, 2019 along with all rights, liabilities and obligations. EARC and ECL Finance have filed their reply to the commercial suit. The matter is currently pending.

6. Canterbury Real Tech Private Limited and others, (“**Canterbury**”) filed a civil suit being no. 66 of 2022 dated April 23, 2022 (“**the Suit**”) before the Court of Presiding Officer (Commercial Court), Gautam Budh Nagar (“**Commercial Court**”), Uttar Pradesh seeking permanent and mandatory injunction against ECL Finance Limited and others (“**Respondents**”) restraining the Respondents from taking any action under loan agreement dated June 27, 2019, and for declaration of the loan agreement dated June 27, 2019 as null and void. By an ad interim ex parte order dated April 26, 2022 (“**Interim Injunction Order**”), the Respondents were restrained from initiating any coercive action against Canterbury until the next due date is elected. Pursuant to this, the Respondents filed an application before the Commercial Court dated June 10, 2022 (“**the Application**”), seeking vacation and setting aside of Interim Injunction Order under Order XXXIX Rule 4 read with Section 151 of the Code of Civil Procedure 1908 (“**CPC**”). Canterbury filed a reply dated July 5, 2022, under Order VII Rule 11 of CPC, seeking dismissal of the Application. The Respondents, in their reply, submitted a written submission dated August 24, 2022, seeking a declaration that the Suit is liable to be rejected in view of provision of Order VII Rule 11(a) of the CPC. Under the loan agreement an amount of ₹ 1,127. 28 million was due and outstanding from Canterbury as on April 30, 2022. The matter is currently pending.

Further, ECL Finance also filed a writ petition being no. 2004 of 2023 (“**Writ Petition**”) in Allahabad High court on February 20, 2023, to decide the Application as expeditiously. The Allahabad High Court by an order dated February 24, 2023, directed the presiding officer to decide the said Application within one month from the date of production of a certified copy of the order after affording opportunity of hearing to the parties and disposed of the Writ Petition.

7. ECL Finance and EBL have been served with the writ petition bearing (stamp) no. 6589 of 2021 along with summons filed by Yes Bank AT1 Bondholders Associations (398 bondholders) before the Bombay High Court against RBI & 15 others including union of India, SEBI, Yes Bank, CDSL, BSE *inter alia* seeking to quash and set aside the impugned letters dated March 14, 2020 and March 17, 2020 of Yes bank as it pertains to write off of Yes Bank AT1 Bonds holding of the individual retail investor and made a claim of ₹ 160 Cr against Yes Bank (“**Writ Petition**”). ECL Finance & EBL, have also been made a party as Respondent no. 11 and 15 respectively. Petitioner also filed an application for interim relief against ECL Finance and EBL, *inter alia* for orders against the Directors and Promoters of EBL and ECL Finance not to leave India, during the pendency of the proceeding. The Hon’ble High Court of Bombay vide its order dated October 20, 2022, pronounced on January 20, 2023, disposed of the Writ Petition and held that the impugned letter dated March 14, 2020 and the decision to write off AT -1 bonds are quashed and set aside (“**Order**”). Being aggrieved by the Order Yes Bank has filed special leave petition being nos. 4244 – 4253 of 2023 before the Hon’ble Supreme Court of India seeking special leave to appeal against the Order and interim relief by stay on the effect and operation of the Order. Thereafter, the Hon’ble Supreme Court of India vide its order dated March 03, 2023 *inter alia* extended the stay granted by the High Court of Bombay for the operation of the Order pending further orders. The matter is currently pending.

(iii) Criminal proceedings by ECL Finance

1. A criminal complaint filed by ECL Finance against Prakash Patel, Kalpesh Padhya, Vyomesh Trivedi and Gaurav Davda (together referred to as “**Accused No. 1**”) before the Joint Commissioner of Police, Economic Offences Wing, Unit – V, Crime Branch, Mumbai (“**EOW**”) for criminal breach of trust and cheating amounting to ₹82.9 million. During the investigation, one more person, Mukesh Kanani was impleaded as an accused (“**Accused No. 2**”). FIR was registered against the Accused No. 1 and 2 for an offence under Section 420 and Section 34 of Indian Penal Code, 1860. EOW filed charge sheet against both the accused. The matter is currently pending.
2. ECL Finance has filed a criminal complaint before the BKC police station, Bandra against Mahesh Chavan, proprietor of Global Overseas, Kaushal *alias* Renu Menon, Deepali, Sandeep Kelkar and Rohit

Paranjape, Deodhar Gholat (“**Accused**”) for committing an act of cheating with respect to purchase of a car, for ECL Finance’s employee, Ram Yadav. Subsequently, a first information report dated December 2, 2014 (“**FIR**”) was filed with the BKC Police station for procurement of documents. The police filed a case on January 27, 2015 before the 9<sup>th</sup> Metropolitan Magistrate Court at Bandra (“**Court**”). The matter is currently pending.

3. ECL Finance, pursuant to the requirements under an RBI circular (No. RBI/2015-16/75DBS.CO.CFMC.BC. No. 1/23.04.001/2015-16) dated July 1, 2015, reported an instance of suspected fraud by its customer Shridhar Udhavrao Kolpe and Saraswati Bhimrao Shinde (“**Borrowers**”) under the requisite form to RBI on July 7, 2016. The Borrowers were given a loan of ₹5.83 million by ECL Finance against their property. ECL Finance filed a complaint on August 12, 2016 against the Borrowers under various sections of IPC and relevant provisions of the Maharashtra Control of Organised Crime Act, 1999 for allegedly defrauding ECL Finance. Further, ECL Finance has submitted documents requested by EOW, Pune in relation to the complaint. The matter is currently pending.
4. A criminal complaint dated October 31, 2019 (“**Complaint**”) was filed by ECL Finance before the Bandra Kurla Complex, Mumbai Police Station against JSK Marketing Limited, its directors, and others (“**Accused**”) for having committed offence *inter-alia* criminal breach of trust, fraud, cheating punishable under various provisions of IPC and Maharashtra Control of Organized Crime. ECL Finance in its Complaint has alleged the Accused for wrongful loss of towards SME equipment Loan amounting to ₹20.9 million. BKC Police Station registered FIR bearing No. 300/2020 against Directors of JSK Marketing Limited under Section 403, 406, 420 read with Section 34 of IPC. Kunal Jiwarajka, one of the Accused made an application before the Sessions Court at Mumbai for anticipatory bail being No. 27 of 2021, which was rejected by the by the Hon’ble Court vide its Order dated February 03, 2021. Being aggrieved, the said Accused preferred an Appeal before the Bombay High Court being No. ABA/385 /2021. ECL Finance filed an Intervention Application opposing the said anticipatory bail application. The matter is currently pending.

(iv) Criminal proceedings against ECL Finance

Other than as mentioned below and under “*Criminal Proceedings filed against EBL*”, there are no other criminal proceedings against ECL Finance.

1. The Directorate of Enforcement (“**Complainant**”) filed an original complaint dated September 3, 2016, with the Adjudicating Authority under the Section 5(5) of the Prevention of Money Laundering Act, 2002 against Kingfisher Airlines Limited, Vijay Mallya, and others for acquisition of property using proceeds of crime in terms of Section 2(1)(u) of Prevention of Money Laundering Act of 2002. Certain shares of Vijay Mallya and his associates were pledged with ECL as security (“**Pledged Securities**”) for various loans availed by them. The Complainant has sought for attachment of the Pledged Securities. The Adjudicating Authority, (Prevention of Money Laundering Act), New Delhi has confirmed the provisional attachment *vide* an order dated February 22, 2017 and ECL has challenged the same *vide* an appeal before the Appellate Authority. The matter is currently pending.
2. Rajiv Shivram Rane, proprietor of Jankie Properties *vide* his letter dated August 18, 2020 filed a complaint with Economics Offences Wing, Mumbai against Sanghvi Gruha Nirman Private Limited (“**Mortgagor**”) and ECL Finance *inter-alia* alleging cheating having deprived him of getting his percentage of area shares to be allotted under the development agreement executed between him and Sanghvi Gruha Nirman Private Limited and caused him to pay rentals to Maharashtra Housing & Area Development Authority of the tenants etc. Sanghvi Gruha Nirman Private Limited, thereafter in order to raise finance for construction of building mortgaged the said properties with ECL Finance under mortgaged deed dated March 21, 2016, wherein complainant was confirming party. Pursuant thereto ECL Finance granted a loan of ₹1,500 million to Sanghvi Gruha Nirman Private Limited, however said Sanghvi Gruha Nirman Private Limited failed to utilize the loan amount towards constructions of building. Due to raising loans against the land properties and not doing construction, he could not deliver the flats to the original tenants and compelled to pay rents to the original tenants. On December 5, 2020 a representative of ECL Finance along with legal counsel had attended the office of Economics Offences Wing for recording of statement in the matter. The investigation is pending.
3. ECL Finance has received notices dated December 28, 2020 from Investigating Officer (IO), Mahanagar Police Station, Lucknow, UP issued under Section 41 (A) of Cr. PC addressed in the name

of ECL Finance Limited, Ms. Madhur Bhatia, relationship manager, Romanshu Tandon, Himanshu Chhatrawal, Zonal Manager and Rashesh Shah, Chairman (the “**Accused**”) *inter-alia* informing that FIR being No. 497 of 2020 has been registered against the Accused under Section 406 and 420 of IPC based on Complaint filed by one Amir Ahmad (“**Complainant**”) and directed to appear before IO for investigation with respect to the said FIR. Complainant alleged that ECL Finance arbitrarily liquidated his 4383 equity shares of HDFC Bank Limited, pledged with ECL Finance as Security for repayment of ESOP loan facility amounting to ₹ 5.74 million and unsecured loan facility amounting to ₹ 2.35 million availed by the Complainant. ECL Finance limited vide its letter dated January 12, 2021, replied to the said notice along with relevant documents denying the allegations made by the Complainant. All addressees of notice dated December 28, 2020 filed their reply *vide* letter dated February 2, 2021. The investigation is currently pending.

4. ECL Finance received a notice dated January 12, 2021 from Station House Officer (“**SHO**”), Bhankrota Police Station, Jaipur (west) under Section 91 of Cr. P. C. *inter-alia* informing that he is investigating crime in FIR No. 371 of 2020 registered under Sections 420, 467, 468, 471 read with Section 120 B of IPC filed by one Vinod Kumar Bothra (“**Complainant**”) against Moolchand Bothra, Trilokchand Das Ahuja, Kamal Kumar Bothra, Sunil Jain, Saurabh Khandelwal and Manager, ECL Finance. The Complainant alleged that accused made a forged mortgaged document, in respect of plot of land being No. F-69, Bindayaka Industrial Estate, RIICA, Jaipur belongs to his partnership firm Jain Industries without his knowledge and consent and availed a loan from ECL Finance. SHO requested to furnish certain mortgaged loan documents pertaining to Borrowers, Jain Industries such as Loan Agreement, statement of accounts etc. Subsequently, officials of ECL Finance attended investigation and submitted copies of required information and documents. SHO vide its notices dated December 15, 2021 and May 16, 2022 requested to furnish original loan agreement alongwith name and contact details of sanctioning authorities. The same request has been complied with by ECL Finance on May 20, 2022. The investigation is currently pending.

**(d) Edel Finance Company Limited (“Edel Finance”)**

(i) Civil proceedings filed by Edel Finance.

Except as disclosed under “-Material litigations and regulatory actions involving our Company – Civil Litigation – By our Company”, there are no other civil proceedings filed by Edel Finance.

(ii) Civil proceedings against Edel Finance

Except as disclosed under “Litigation involving Subsidiaries – Civil Proceedings against EARC ” there are no other civil proceedings against Edel Finance

(iii) Criminal proceedings by Edel Finance

Nil

**(e) Edelweiss Tokio Life Insurance Company Limited (“Edelweiss Tokio”)**

(i) Criminal proceedings against Edelweiss Tokio

An application was filed a first information report dated March 13, 2018, under Section 420, 468, 470 and 471 before Chief Judicial Magistrate at Barasat by Sekhar Kumar Chanda (“**Petitioner**”) alleging signature forgery and cheating vis-à-vis mis-selling against Edelweiss Tokio. The matter is currently pending.

**f) Edelweiss Rural & Corporate Services Limited (erstwhile Edelweiss Commodities Services Limited) (“ERCSL”)**

(i) Civil proceedings against ERCSL

Other than as mentioned under “Civil proceedings against EIAL”, there are no other civil proceedings filed against ERCSL.

(ii) Criminal proceedings by ERCSL

Edelweiss Agri Value Chain Limited (now merged with Edelweiss Rural and Corporate Services Limited) registered FIR on September 19, 2017 in Jasdan Police Station, Rajkot against Mahendrabhai Gida-Guard, Ashokbhai Dhadhal- Gunman, Babubhai Bhayabhai Ramani, Sanjaybhai Khimjibhai, Shambhubhai Jivabhai Ramani, Mansukhbhai Khimjibhai Ramani, Ravjibhai Ramani, and Sanjaybhai Ramani (collectively the “**Accused**”) under Sections 406,409,420,435, 120B and 114 of Indian Penal Code, 1960 for committing intentional act of fire at warehouse. The Investigating office, Jasdan Police Station registered criminal case on August 6, 2019 before Taluka Court, Jasdan against accused and filed the charge-sheet. The matter is currently pending.

(iii) Criminal proceedings against ERCSL

1. ECSL (formerly known as Comfort Project Limited/Edelweiss Trading and Holding Limited and now known as ERCSL) has been served with the notice dated February 15, 2019 from the Economic Offence Wing – National Spot Exchange Limited – Special Investigation Team, Mumbai (“**EOW**”) issued under Section 91 of the Cr. PC *inter-alia* informing that department is investigating the offences registered against National Spot Exchange Limited, its directors, FTIL, its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust. Further, Economic Offences Wing is investigating complaint of SEBI against 300 brokers for illegal trading on National Spot Exchange Limited. ECSL furnished all the information as called for by Economic Offences Wing. The matter is currently pending.
2. ERCSL received a notice under Section 91 of Cr. PC on February 3, 2020 (“**Notice**”) from a Senior Police Inspector, Turbhe, *inter-alia* directing ERCSL to produce all the original documents listed therein, in respect of the criminal case registered against ERCSL under Sections 3, 7 and 8 of the Essential Commodities Act, 1955 and Maharashtra Scheduled Commodities Wholesale Dealers Licensing Order, 2015. The Notice emanates from a 2015 matter in which the Deputy Controller of Rationing, Civil Supply Department of Maharashtra (“**Authority**”) issued show cause notices to ERCSL for alleged violation of applicable stock limits. Pursuant to the directions issued by the Authority, the ceased stock was released. Furthermore, ERCSL received a notice from the Office of the Deputy Commissioner of Police, Cyber Crime Cell/Economic Offences Wing (“**Police**”) dated August 16, 2016, received by the Police, regarding alleged hoarding of pulses. All information sought by the authorities has been duly provided. The matter is currently pending.
3. The Deputy Controller of Rationing, Civil Supply Department of Maharashtra (“**Authority**”) issued a show cause notice dated October 23, 2015, dated October 30, 2015, October 31, 2015 and dated October 31, 2015 to ERCSL for violation of applicable stock limits on imported pulses under the Essential Commodities Act, 1955 (“**Act**”) resulting in seizure of the stock stored at various warehouses by the Authority and registration of first information reports (“**FIR**”) under the Act. ERCSL argued that the stock limits were not applicable to ERCSL as the stock was imported. Pursuant to the directions issued by the Authority, the ceased stock was released, subject to certain conditions. ERCSL, upon fulfilment of the specified conditions and execution of the undertakings, lifted and sold the released stock in the open market and subsequently informed the Authority. The matter is currently pending.
4. ERCSL received a notice from Office of the Deputy Commissioner of Police, Cyber Crime Cell / Economic Offences Wing (“**Police**”) on August 16, 2016, in relation to a complaint received by the Police, regarding alleged cartelization and nexus of importers-traders causing artificial scarcity of pulses. The matter is currently pending.
5. Food Safety and Standards Authority of India filed a complaint before Additional Chief Judicial Magistrate, Kasganj (“**the Court**”) against erstwhile Edelweiss Agri Value Chain Limited (now merged with ERCSL) and Neeresh Kumar, an employee of ERCSL, for alleged violation of Section 31(1) of the Food Safety and Standards Act, 2006 for storing of commodities in warehouse without having Food Safety and Standards Authority of India (“**FSSAI**”) license. The matter is currently pending.

(iv) Regulatory Proceedings involving ERCSL

1. Edelweiss Commodities Services Limited (now known as Edelweiss Rural & Corporate Services Limited, (“**ERCSL**”) has been served with a letter from the Enforcement Directorate (“**ED**”) on August 26, 2016, concerning an enquiry for an alleged violation of the provisions of the Foreign Exchange Management Act, 1999 in relation to import of pulses by commodities importer and advised to produce

certain details like memorandum of association, annual report/balance sheet, bank accounts and details of pulses import since 2011. ERCSL duly complied with the requisitions in September 2016. ERCSL also furnished with additional information about the pulses business – listing of all suppliers, imports, local sales, bank statements, warehousing details and other information with last such request for information in June 2021. Personal appearances of the ERCSL’s executives were sought and the same have been complied with. A show cause notice was issued by the authorities to the company and the then directors/key executives in this matter in August 2021 and the same has been responded in December 2021. Mr Venkat Ramaswamy & Mr Rujan Panjwani, both Executive Directors, Edelweiss Financial Services Ltd, received the said notice in their capacity as directors in ERCSL. No further information has been sought by the office of ED and the matter is pending before the authorities since then.

2. ERCSL has been served with a Show Cause Notice dated June 30, 2021 (“SCN”) from the office of the Principal Commissioner of Customs, Hyderabad inter-alia alleging ₹ 3.1 million was erroneously refunded pertaining to eight consignments of bullion products imported during 2013-2014. ERCSL is in the process of submitting its reply on merit.

**(f) Edelweiss Housing Finance Limited (“EHFL”)**

**(i) Civil litigation filed by EHFL.**

Except as disclosed under “-Material litigations and regulatory actions involving our Company – Civil Litigation – By our Company”, there are no other civil proceedings filed by EHFL.

**(ii) Criminal proceedings by EHFL**

1. EHFL filed a complaint before the Senior Police Inspector, Bandra Kurla Complex Police Station, Mumbai (“**Authority**”) vide its letter dated November 19, 2014 against Sachin R. Jayswal and Ratan Ram Jayswal and others (collectively, the “**Accused**”) for cheating and forgery in relation to a property situated at 4<sup>th</sup> Floor, Shree Samarth Ashirwad Apartment, Thane (“**Secured Property**”). Subsequently, EHFL filed a first information report (“**FIR**”) dated January 20, 2015 under Section 154 of the Criminal Procedure Code, 1973 against the Accused before the Authority under sections 420, 465, 468, 471, 120-B, 467 and 34 of the Indian Penal Code, 1860. Thereafter, EHFL issued a notice dated January 20, 2016, under section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI**”) to the Accused for payment of the outstanding amount due to EHFL. However, EHFL did not receive any reply to such notice. Hence, EHFL filed an application under Section 14 of the SARFAESI on September 22, 2016, before Court of District Magistrate, Thane (“**Court**”) seeking possession of the Secured Property. An order dated November 19, 2016 was passed by the Court directing Tahsildar, Thane to take possession of the Secured Property and to handover the articles present in the Secured Property to EHFL. Subsequently, Reshma Khan, alleged to be the real owner of the Secured Property, instituted a special civil suit dated April 19, 2017 before the Civil Judge, Senior Division, Thane against EHFL and the Executive Magistrate, Thane Tahsildar Office Station, Thane (“**Defendants**”) praying, *inter alia*, to declare Reshma Khan as the legal owner of the Secured Property, to restrain the Defendants from taking possession of the Secured Property. The matter is currently pending.
2. EHFL filed a complaint before the Senior Police Inspector, Chaturshrungi Police Station, Pune against Sachin Yashwant Rananaware and Nilam Sachin Rananaware (collectively, the “**Accused**”) vide its letter dated July 28, 2016 alleging fraud and cheating with reference to a property situated at flat No. 6, 2<sup>nd</sup> floor and flat No. 10 on 4<sup>th</sup> floor, Chaya Smruti, Suncity Road, Pune (“**Secured Property**”). Subsequently, EHFL filed an application dated August 9, 2016, before District Magistrate, Pune (“**Authority**”) under Section 14 of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI**”) seeking possession of the Secured Property. Thereafter, an order dated March 20, 2017 was passed by the Authority directing authorised personnel to take physical possession of the Secured Property. Subsequently, Anil Kenjalkar, alleging to be the original owner of the Secured Property (“**Applicant**”), instituted a special civil suit dated April 13, 2017 before the Civil Judge, Junior Division, Pune (“**Court**”) against EHFL, Collector of Pune and other parties (“**Defendants**”) praying, *inter alia*, to restrain the Defendants from creating any third party interest or taking possession of Flat No. 6 on 2<sup>nd</sup> floor, Chaya Smruti, Suncity Road, Pune and for an ad-interim injunction to be passed in favour of the Applicant (“**Suit dated April 13, 2017**”). Further, the Applicant has filed an application for condonation of delay dated May 19, 2017 before the



Debt Recovery Tribunal, Pune, praying, *inter alia*, to restrain EHFL from taking physical possession of the Secured Property. Thereafter, Anil Kenjalkar withdrew his case before the Debt Recovery Tribunal, Pune and filed a fresh case before DRT, Pune *inter-alia* challenging taking of symbolic possession and other incidental reliefs. EHFL filed an application dated October 24, 2017 before the Court under Section 9A of the Civil Procedure Code, 1908 to set aside the Suit dated April 13, 2017. By an Order dated October 9, 2021, the Civil Judge, Pune rejected the Suit filed by Anil Kenjalkar. The matter is currently pending with DRT.

3. EHFL issued a notice dated October 20, 2016 to P. Aravindan and A. Aruna (collectively, the “**Accused**”) under Section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI**”) for payment of the amount due to EHFL in relation to charge created on the property under a home loan dated August 30, 2014 entered between EHFL and the Accused (“**Home Loan Agreement**”). EHFL issued another notice dated January 3, 2017, under Section 13(4) of the SARFAESI to the Accused, on non-receipt of any payment under Section 13(2) notice, for taking possession of the charged property in relation to the Home Loan Agreement. The matter is currently pending. Thereafter, EHFL filed a complaint against P. Aravindan, Tholkappian, J. Vinayagamoorthy, K. Babu and B. Saravanan before the Commissioner of Police, Egmore, Chennai *vide* its letter dated September 27, 2017 alleging that pursuant to an internal investigation conducted by EHFL, it was found that P. Aravindan and Tholkappian along with the previous employees of EHFL i.e. J. Vinayagamoorthy, K. Babu and B. Saravanan (“**Ex-Employees**”) had, *inter alia*, forged the ‘Know Your Customer’ (“**KYC**”) documents and other transactional documents in relation to the Home Loan Agreement. The Accused are presently in judicial custody and the matter is currently pending.
4. EHFL issued a notice dated October 20, 2016 to Prem Anand (“**Accused**”) under Section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI**”) for payment of the amount due to EHFL in relation to charge created on the property under a home loan dated January 1, 2015 entered between EHFL and the Accused (“**Home Loan Agreement**”). EHFL issued another notice dated January 3, 2017, under Section 13(4) of the SARFAESI to the Accused, on non-receipt of any payment under section 13(2) notice, for taking possession of the charged property in relation to the Home Loan Agreement. Thereafter, EHFL filed a complaint against the Accused, Tholkappian and J. Vinayagamoorthy before the Commissioner of Police, Egmore, Chennai *vide* its letter dated September 27, 2017 alleging that pursuant to an internal investigation conducted by EHFL, it was found that the Accused along with Tholkappian and a previous employee of EHFL i.e. J. Vinayagamoorthy, had, *inter alia*, forged the ‘Know Your Customer’ (“**KYC**”) documents and other transactional documents in relation to the Home Loan Agreement. The matter is currently pending.
5. EHFL disbursed a loan to Om Prakash Singh (“**Vendor**”) on December 31, 2017, for an amount of ₹ 20.05 million for purchase of residential property in Jangpura Extension, Delhi. Om Prakash Singh owner of V3 Mobi Communication Private Limited (“**V3 Mobi**”), a company engaged in developing software and proving online platform for trading. V3 Mobi had been defaulting since March 2018 and was hence declared a non-performing asset (“**NPA**”) in August 2018. EHFL filed a complaint to the Police and Economic Offences Wing, New Delhi (“**EOW**”) on June 29, 2018. EHFL filed application before the Delhi High Court for seeking stay of sale proceeding and the Delhi High Court allowed the stay on sale proceeding and directed Punjab National Bank to file their reply on October 29, 2018. The Delhi High Court vide an order dated October 31, 2018 vacated the stay granted on the sale proceeding and dismissed all the pending applications. Further, EHFL also tried to obtain a certified copy pertaining to the SARFAESI proceeding filed by Punjab National Bank. A securitization application under Section 17 of the SARFAESI Act was filed before DRT-II on September 6, 2018. The complaint has been registered after rigorous follow up with EOW and the FIR was lodged on dated September 28, 2018, by the Economic Offences Wing. Subsequently, both Vendor and Amarjeet Singh (“**Vendee**”) were arrested by EOW. Vide orders dated June 16, 2022, and June 24, 2022, the Vendor and Vendee were released on conditional bail. The Vendor filed an application with EOW for cancellation of bail of the Vendee on account of non-compliance with the terms of the conditional bail granted on June 24, 2022, and subsequently, EOW vide its order dated December 12, 2022, cancelled the bail granted to the Vendee. The matter is currently pending.
6. EHFL issued a notice dated January 20, 2016, against Somprashant M. Patil and Sonali S. Patil (collectively, the “**Accused**”) under Section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**Act**”). EHFL thereafter issued a notice dated

March 29, 2016 under Section 13(4) of the Act to the Accused intimating them about the symbolic possession of the mortgaged property by EHFL. Further, EHFL received notices dated July 15, 2015 and April 25, 2016 from Chinchwad Police Station seeking certain documents in relation to the loan granted by EHFL to the Accused, pursuant to a first information report filed by Ganpat Datta Salunkhe against the Accused, to which EHFL has provided the relevant documents. The matter is currently pending.

7. Rayabharapu Ranapratap availed loan from Edelweiss Housing Finance for purchase of Plot at Enumamula Location. In the year 2001, Kasarala Laxminarsimha Rao; Kasarala Ranga Rao; and (3) KodariSadanandam, executed the registered sale deed in favour of Betheli Santosh Kumar. In the year 2012, Betheli Santosh Kumar executed the General Power of Attorney dated February 23, 2012, in favour of Masna Sampath Kumar and cancelled it in the year October 2015, in the same month Betheli Santosh Kumar executed self-declaration deed for change of boundaries. EHFL has filed a criminal complaint on February 9, 2019, against Rayabharapu Ranapratap under various sections of Indian Penal Code (“IPC”) for showing the non-existing property and obtained the loan amount fraudulently before PS Hanmakonda Warangal District. The matter is currently pending.
8. EHFL has filed a criminal complaint on January 13, 2020, against Pawan Kumar Goel under various sections of IPC for showing the non-existing property and obtained the loan amount fraudulently on February 22, 2018 before Station Head Officer Barakhamba Road, New Delhi. The matter is currently pending for investigation.
9. EHFL filed five separate criminal complaints against its borrowers, Amit Sesmal Jain and nine others before Economic Offences Wing, Pune under various sections of Criminal Procedure Code for fraudulently siphoning off EHFL’s money amounting to ₹14 million while availing home loan facility from the Pune Branch. These cases and matters are pending for inquiry.
10. EHFL had provided a Home Loan of ₹1.6 million to Ajaykumar Ashokkumar Raut (Borrower). The Borrower turned delinquent and on carrying out further checks from the Maharashtra IGR portal, Department of Registration & Stamps it was found that borrower in connivance with seller submitted fraudulent registered property agreements to EHFL towards Home Loan. The Borrower had also fraudulently obtained multiple financing from other financial institutions on the same property. Currently, the charge of other financial institutions including Edelweiss Housing Finance Ltd is registered on subject property. EHFL has filed an application under Section 14 of SARFAESI Act before District Magistrate Court, Nagpur on December 08, 2020, and said matter is pending for orders from District Magistrate.
11. EHFL had provided Home Loan of ₹ 3.06 million to Amol Jalinder Phuge (Borrower). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower had created multiple property documents and had availed loans from other financial institutions on the same property. Charge of other financial institutions is registered by virtue of Notice of Intimation (NOI) however charge of Edelweiss Housing Finance Ltd (EHFL) is first as EHFL disbursement is prior to other financial institutions. EHFL has filed application under Section 14 of SARFAESI Act before District Magistrate Court, Pune. The matter is currently pending before Tahsildar, Pune for fixation of appointment to take physical possession of property as per order passed by District Magistrate. The matter is pending.
12. EHFL had provided Home Loan of ₹ 2 million to Bhausaheb Balasaheb Jahdave (Borrower). The Borrower turned delinquent and carrying out further checks, it was found that Borrower fraudulently opened account in builder’s name, siphoned off the loan amount and registered Cancellation Sale Deed. Builder sold the subject property to another buyer without intimating to EHFL. Though EHFL yet to initiate SARFAESI proceedings, EHFL reported this case as fraud to National Housing Board. Further, on July 29, 2022, EHFL filed a criminal complaint with Khed Police Station, Pune against the Borrowers and one Mrs. Sunita Deepak Ghumatkar, Builder for criminal conspiracy and cheating. The matter is pending for investigation.
13. EHFL had provided Home Loan of ₹ 2 million to Divya Flora Sundaram Gollapalli (“**Borrower**”). The Borrower turned delinquent and on carrying out further checks, it was found that borrower had submitted fraudulent property papers/registered agreements, unavailability of layout plan, mismatch in dimensions of property stated in Sale Deed, Technical report vis-à-vis property taken as collateral. The Borrower is not traceable, and property is in the possession of some third party who is claiming the

owner of property. EHFL has filed Criminal complaint with SR Nagar Police Station, Hyderabad City against Borrower on September 8, 2020. The matter is pending for investigation.

14. EHFL had provided Home Loan of ₹7.4 million to M Hanumantha Rao (“**Borrower**”). The Borrower turned delinquent and on carrying out further checks, it was found that builder had done multiple transactions on the subject property and sold property to multiple buyers. Builder has provided fraudulent registered property agreement to Borrower which was submitted to Edelweiss Housing Finance Limited towards Home Loan. Builder is absconding and not traceable. Currently, subject property is occupied by third parties and claiming owner of the property. EHFL has filed criminal complaint on September 24, 2020, against Borrower at Koramangala Police station, Bangalore. The matter pending for investigation.
15. EHFL had provided Home Loan of ₹2 million to Menta Bhanuprakash (“**Borrower**”). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower defrauded EHFL by submitting colour xerox/fake property documents. Subject property falls under Prohibited Property List. EHFL has filed application u/s 14 of SARFAESI Act before District Magistrate Court, Nellore on December 22, 2019 and said is pending for order from District Magistrate, Nellore. The matter is pending.
16. EHFL had provided Home Loan of ₹ 4.99 million to Rajkumar Silarpur (“**Borrower**”). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower had misrepresented the facts about seller and submitted invalid Sale Deed. General Power of Attorney (GPA) basis which Sale Deed was executed was not valid as Seller was not alive at the time of execution and consequently Sale Deed also becomes invalid. Property is in the possession of some third party, B. Karunakar, who is claiming the owner of property and alleging to be the original owner of the Secured Property, Third Party has filed application before DRT on October 06, 2020 against EHFL, which pending for hearing. EHFL has filed application under Section 14 of SARFAESI Act before District Magistrate Court, Secunderabad on January 08, 2021 and is pending for orders. The matter is pending.
17. EHFL had provided Home Loan of ₹ 1.5 million to Yernamma Kommineni (“**Borrower**”). The Borrower turned delinquent on carrying out further checks, it was found that Borrower in connivance with seller defrauded EHFL by misrepresenting the facts and creating false profile and submitted fake business and income documents. The Borrower is not traceable. Property was overvalued by more than ₹1.9 million. (at acquisition - ₹3 million and latest valuation - ₹1.08 million) Valued property (Near to highway/main road) and the property as per Sale Deed (lies in interiors) both are different. Subject property is into the interiors. EHFL has sold the property in auction to third party. EHFL is in process of filing OA (Original Application) for loss on sale before Debt Recovery Tribunal. Though EHFL yet to initiate SARFAESI proceedings, EHFL reported this case as fraud to National Housing Board.
18. EHFL had provided home loan of ₹ 10.5 million to Jitendra Dalchand Jain and Kavita Jain (“**Borrowers**”). The Borrowers turned delinquent, and on carrying out further checks, it was found the Borrowers in connivance with the developer have defrauded EHFL by misrepresenting the unit numbers being mortgaged with EHFL, submitted forged approved plan and issuing NOC, Receipts and entering into a registered sale deed for non-existent properties by the developer. The developer fraudulently submitted a plan where the Permanent Transit Cam (“**PTC**”) were shown as free sale units, and the Slum Redevelopment Authority (“**SRA**”) stamp and correct approval number was put on the fabricated plan. On February 25, 2021, EHFL filed criminal complaint against Borrowers, and Neeraj M Ved, Proprietor of Shreenath Corporation, Builders and Developers of Forgery, Criminal Breach of Trust and Cheating with BKC Police Station, Bandra, Mumbai. The Complaint is pending for investigation.
19. EHFL had provided Home Loan of ₹ 14.2 million to Nikesh Mohan Gajara and Gitaben Mohanlal Gajara (“**Borrowers**”). The Borrowers turned delinquent, and on carrying out further checks, it was found that the Borrowers in connivance with the developer have defrauded EHFL by misrepresenting the unit numbers being mortgaged with EHFL, submitted forged approved plan and issuing NOC, Receipts and entering into a registered sale deed for non-existent properties by the developer. The developer fraudulently submitted a plan where the Permanent Transit Cam (“**PTC**”) were shown as free sale units, and the Slum Redevelopment Authority (“**SRA**”) stamp and correct approval number was put on the fabricated plan. On February 25, 2021, EHFL filed criminal complaint against Borrowers, and Neeraj M Ved, Proprietor of Shreenath Corporation, Builders and Developers of Forgery, Criminal Breach of Trust and Cheating with BKC Police Station, Bandra, Mumbai. The

Complaint is pending for investigation.

21. EHFL had provided home loan of ₹ 1.96 million to Ganesh Shankar Rakshe and Rupali Ganesh Rakshe (“Borrowers”). The Borrowers turned delinquent and on carrying out further checks, it was found that the Borrowers have availed multiple loans against mortgaged home loan property from various other banks and financial institutions by submitting forged documents. EHFL therefore, issued a demand notice dated April 30, 2019, to the Borrowers under Section 13(2) of SARFAESI for payment of outstanding amounts in relation to charge created on the property under a home loan agreement dated May 31, 2017 entered between EHFL and the Borrowers (“**Home Loan Agreement**”). Subsequently, EHFL also filed a criminal complaint against the Borrowers (“**Accused**”) vide its letter dated March 04, 2021 with reference to mortgage home loan property situated at the Flat No 703, 7<sup>th</sup> floor, in the Building No.1 known as “California Heights S. No. 101/2, Rakshewadi, Tal. Khed, District Pune (“**Secured Property**”) before the Senior Police Inspector, Chaturshrungi Police Station, Pune for fraud and cheating committed by the Accused. The Complaint is pending for investigation.
22. EHFL had provided home loan of ₹ 2.36 million to Aashish Nandkumar Gaikwad and Sonali Aashish Gaikwad (“**Borrowers**”). The Borrowers turned delinquent and on carrying out further checks, it was found that the Borrowers have availed multiple loans against mortgaged home loan property from various other Banks and Financial Institutions by submitting forged documents. EHFL therefore, issued a demand notice dated September 29, 2019, to the Borrowers under Section 13(2) of SARFAESI for payment of the outstanding amount in relation to charge created on the property under a home loan agreement dated December 14, 2017 entered between EHFL and the Borrowers (“**Home Loan Agreement**”). EHFL issued a loan recall notice dated June 20, 2021, to the Borrowers. Subsequently, EHFL filed a criminal complaint against the Borrowers (“**Accused**”) vide its letter dated June 22, 2021 with reference to mortgage home loan property situated at Flat no.102, first floor, Building A, Samarth residency, Gavane wasti, CTS No. 3308 P, Bhosari Pune (“**Secured Property**”) before the Senior Police Inspector, Chaturshrungi Police Station, Pune for fraud and cheating committed by the Accused. The Complaint is pending for investigation.
23. EHFL, filed a criminal complaint dated December 4, 2021, before the Dy. Commissioner of Police- Central, Faridabad, Haryana against i) Manish Kumar Pandey, ii) Haribansh Kumari Pandey and iii) Raghav Sharma (collectively, the “**Accused**”) for committing offence of criminal breach of trust, fraud, cheating punishable under various provisions of IPC while availing mortgage loan against the property situated at H/No. 2161, type MIG, Sec 28 HB Colony, Faridabad, Haryana. It is alleged that the accused persons have submitted the forged title and loan documents and availed a loan of ₹ 150 million. Subsequently, under detailed verification it was revealed that the original property owner was deceased much prior to executing sale deed/title deed and Accused persons obtained the loan against forged documents. EHFL reported a fraud case to central fraud monitoring cell, RBI, Bengaluru and department of Non-Banking Supervision, RBI, Mumbai as well as National Housing Bank, Department of Supervision, New Delhi. The investigation is currently pending.
24. EHFL filed a criminal complaint dated February 24, 2022 before the In-charge, Police chowki, Sector 28, Faridabad, Haryana against Renu Dialani, Vinay Kumar Bhatia, Vishal Pawar, DSA namely Pramod Agarwal, Rekha Agarwal, Mrs. Veena Pahwa, Kuldeep Arya alias Kuldeep Pundir (collectively, the “**Accused**”) for committing offence of criminal breach of trust, fraud, cheating punishable under various provisions of IPC while availing mortgage loan against the property situated at House No. 2148, Type – MIG, Sector 28, Housing Board Colony, Faridabad – 121 008. Upon inspection of the mortgage property, EHFL analysed that the Accused have submitted the forged title and loan documents pertaining to the mortgaged property, while availing mortgage loan of ₹ 118 million. Subsequently, upon detailed verification it was revealed that Accused Nos. 1 & 2 are not original owners of the mortgaged property and property has been claimed by the Accused Nos. 4 and 5 after purchasing from Accused No. 6. EHFL reported this case as Fraud to Central Fraud Monitoring Cell, RBI, Bengaluru and Department of Non-Banking Supervision, RBI, Mumbai as well as National Housing Bank, Department of Supervision, New Delhi. The investigation is currently pending. EHFL reported this case as fraud to Central Fraud Monitoring Cell, RBI, Bengaluru and Department of Non-Banking Supervision, RBI, Mumbai as well as National Housing Bank, Department of Supervision, New Delhi. Further as regards to recovery of outstanding amount EHFL initiated arbitration proceedings at Mumbai claim amount Rs.8.62 million, pursuant to which an arbitration award dated September 24, 2022 was passed which entitled EHFL to claim entire outstanding amount up to the date of termination of agreement. The matter is currently pending.

25. EHFL filed a criminal complaint dated March 7, 2022 before the In-charge, Police chowki, Sector 28, Faridabad, Haryana against 1) Pramod Agarwal, 2) Vishal Pawar, DSA, 3) Ms. Smita Singh, 4) Abhishek Singh, 5) Smt. Kusum Praveen, 6) Kuldeep Arya alias Kuldeep Pundir, 7) Ms. Chetna Agarwal and 8) Gaurav Agarwal (**collectively, the “Accused”**) for committing offence of criminal breach of trust, fraud, cheating punishable under various provisions of IPC while availing home loan against the property situated at Flat No. 406, Tower – D-5, KLJ Platinum Plus, Group Housing Project situated at Village Neemka, Sector – 77, Faridabad, Haryana. The Accused persons have submitted the forged title and loan documents, while availing mortgage loan of Rs. 2.95 million. Subsequently, under detailed verification it is revealed that the Borrowers, Accused Nos. 3 & 4 are not original owners of the mortgaged property and property has been claimed by the Accused Nos. 7 and 8 i.e. the daughter and son-in-law of the Accused No. 1 under gift deed. EHFL also reported this case as Fraud to Central Fraud Monitoring Cell, RBI, Bengaluru and Department of Non-Banking Supervision, RBI, Mumbai as well as National Housing Bank, Department of Supervision, New Delhi. The investigation is currently pending. EHFL also initiated arbitration proceedings against the Borrowers, pursuant to which an arbitration award dated September 24, 2022, was passed which entitled EHFL to claim entire outstanding amount up to the date of termination of agreement. The matter is currently pending.

(iii) Criminal proceedings against EHFL

1. EHFL sanctioned a loan for an amount of ₹31.10 million as a loan to N. K. Proteins Limited (**“Borrower”**) vide a loan agreement dated January 27, 2012, to purchase a property being flat number 1203, Tower B, 12 Floor, Bhagtani Krishaang, Powai, Mumbai (**“Suit Property”**) from Jaycee Homes Limited. A no-objection certificate for mortgage of suit property dated January 23, 2012 was issued by Jaycee Homes Limited in favour of EHFL. A notice dated August 26, 2013 was issued to the Borrower for recall of the total loan amount sanctioned to which no reply was received by EHFL. Thereafter, a first information report dated September 30, 2013, was registered against the National Spot Exchange Limited, its borrowers and trading members including the Borrower. Pursuant to the investigation conducted by the Economic Offences Wing, Mumbai Police, (**“Authority”**) the proceeds of Suit Property fraud vide its provisional attachment order dated August 27, 2014, which was confirmed vide an order dated February 20, 2015 (**“Impugned Order”**). EHFL received a show cause notice (**“SCN”**) dated September 30, 2014 issued by the Authority seeking for confirmation of the provisional attachment through the Impugned Order. Subsequently, EHFL filed a writ petition before the Delhi High Court (**“High Court”**) against the Impugned Order and the SCN. The High Court granted a stay on the Impugned Order vide its interim order dated December 18, 2014 and directed to file a petition before the Bombay High Court. The Bombay High Court disposed the writ petition filed by EHFL vide its order dated November 28, 2016, granting liberty to EHFL to approach the Appellate Tribunal, New Delhi (**“Tribunal”**) under the Prevention of Money Laundering Act, 2002 (**“Act”**). EHFL filed an appeal dated January 5, 2017 before the Tribunal under Section 26 of the Act for quashing of the Impugned Order passed by the Authority. The matter is currently pending.

(iv) Regulatory matters involving EHFL

1. EHFL received a show cause notice (**“SCN”**) dated June 30, 2020, issued by the National Housing Bank (**“NHB”**) seeking reasons as to why the **penalty** of ₹0.01 million in terms of the provisions of the National Housing Bank Act, 1987, should not be imposed on EHFL inter alia for having non-adherence of certain policy circular. The Company has submitted its reply on SCN on July 21, 2020. The NHB vide its email dated October 15, 2020, has sought for additional information. EHFL has submitted its reply on October 19, 2020. No further information has been sought by the NHB.
2. EHFL received a show cause notice (**“SCN”**) dated September 01, 2022 issued by Reserve Bank of India, Enforcement Department, Mumbai (**“RBI”**) for alleged acts of omissions & non-compliance with the directions issued by RBI under the National Housing Bank Act, 1987 with respect to change in shareholding of EHFL and submits its reply before September 20, 2022. EHFL filed its reply dated September 19, 2022 within specified timeline and requested for personal hearing in the matter. In furtherance to the said Notice on shareholding, National Housing Bank (**NHB**) requested for certain documents vide email dated September 24, 2022 & October 10, 2022, with respect to reasons for change, relevant agreement etc. Accordingly, EHFL submitted its written reply vide email on October 10, 2022, and October 19, 2022, respectively. As requested by EHFL, RBI scheduled a personal hearing on February 21, 2023, however, same has been postponed and next hearing date is awaited. The matter is currently pending.

**(g) Edelweiss Asset Management Limited (“EAML”)**

**(i) Criminal proceedings against EAML**

Edelweiss Arbitrage Fund has been served with a Show Cause Notice (“SCN”) dated January 10, 2019, from the office of Registrar / Adjudicating Authority (Prevention of Money Laundering Act) to appear before Adjudicating Authority (Prevention of Money Laundering Act), New Delhi to show cause as to why Provisional Attachment Order dated December 8, 2018, in relation to the investment made by one of the client, Mainak Agency Private Limited and some of the directors of Edelweiss Mutual for a value of about ₹3.51 million for having alleged unethical dealing in the case of Agusta Westland, Italy VVIP Helicopter Case. On March 25, 2019, EAML, being Investment Manager filed its reply *inter-alia* conforming freeze of concern mutual fund account and fluctuation of value of units depending upon NAV at the time of redemption. The Adjudicating Authority *vide* an Order dated May 30, 2019 confirmed the provisional attachment Order dated December 8, 2018. Pursuant thereto, Edelweiss Arbitrage Fund received a notice dated June 8, 2019 from the Adjudicating Authority directing to handover the investments lying in Mutual Fund account of captioned clients. Accordingly, Edelweiss Arbitrage Fund liquidated the investments on June 26, 2019, and transferred the sale proceeds to bank accounts of the Adjudicating Authority. The matter is currently pending.

**(ii) Criminal proceedings by EAML**

A Complaint was filed before Additional Chief Metropolitan Magistrate, 71<sup>st</sup> Court, Bandra by EAML against Anil Nath (“**Accused**”) *inter-alia* for the offences of criminal defamation, under Section 499 of the Indian Penal Code, 1860 for the defamation and loss of reputation caused to EAML, due to the acts and actions of the Accused. The matter is currently pending.

**(h) Comtrade Commodities Services Limited (formerly known as Edelweiss Comtrade Limited) (“Comtrade Commodities”)**

**(i) Criminal Proceedings filed against Comtrade Commodities**

1. Comtrade Commodities has been served with the notice dated January 9, 2019 from the office of Economic Offence Wing Special Investigation Team, Mumbai (“**EOW**”) issued under Section 91 of the Criminal Procedure Code *inter-alia* informing that department is investigating the offences registered against National Spot Exchange Limited, its directors, Financial Technology India Limited, its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust pursuant to criminal conspiracy hatched by them. Economic Offence Wing therefore, directed to provide the information along with supporting documents such as total year wise brokerage from AY-2009-10 till 2012-13, year wise volume of turnover executed in all pair trade contracts since AY-2009-10 till 2012-13 with brokerage earn etc. more particularly mentioned therein. Edelweiss Comtrade *vide* its letter dated January 22, 2019 providing the required details as called for. The matter is currently pending.
2. Comtrade Commodities has been served with the Notice dated February 15, 2019 on March 16, 2019 from the office of Economic Offence Wing, National Spot Exchange Limited – Special Investigation Team (“**EOW**”), Mumbai issued under Section 91 of the Criminal Procedure Code *inter-alia* informing that department is investigating the offences registered against National Spot Exchange Limited (“**NSEL**”), its directors, FTIL, its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust pursuant to criminal conspiracy hatched by them. Economic Offence Wing is investigating the complaint of SEBI against 300 brokers for illegal trading on NSEL. Economic Offence Wing, directed to provide the information along with supporting documents like original membership form with agreement with NSEL, certified Registrars of Companies’ documents, PAN card, volume of trades, brokerage etc. and attend the office of Economic Offence Wing to record statement. Edelweiss Comtrade *vide* its letter dated March 25, 2019 provided the required details as called for. The matter is currently pending.
3. The Economic Offences Wing (“**EOW**”) is investigating a matter against National Spot Exchange Limited and others. Further to this, EOW has served a notice on Comtrade Commodities dated October 28, 2021 requiring submission of information and personal attendance for the further investigation of the matter. Comtrade Commodities *vide* its reply dated November 15, 2021 submitted various documents requested by EOW. Later, Comtrade Commodities provided additional documents *vide* its

reply dated January 21, 2022 that were requisitioned by EOW vide its notice dated December 31, 2021. The investigation is currently pending.

(ii) Regulatory Proceedings involving Comtrade Commodities

1. On September 26, 2018, Comtrade Commodities has been served with show cause notice (“SCN”) dated September 25, 2018 from SEBI (Designated Authority), Enquiries and Adjudication Department, Mumbai issued under Section 25(1) of SEBI (Intermediaries) Regulations, 2008. The SCN was issued with respect to paired contracts in National Spot Exchange Limited (“NSEL”). Comtrade Commodities vide its letter dated October 15, 2018 replied to the SCN along with supporting documents. Further to written submission, SEBI granted personal hearing to Comtrade Commodities on December 11, 2019. SEBI, thereafter, issued a supplementary show cause notice dated October 11, 2022 (“SSCN”) and furnished certain additional documents in light of order passed by the Securities Appellant Tribunal (“SAT”) dated June 09, 2022, in case of Geofin Comtrade Limited. Comtrade Commodities vide its letter dated October 31, 2022, replied to the said SSCN on merit. SEBI granted personal hearing on November 24, 2022, and thereafter as required by SEBI, written submissions dated December 6, 2022, have been filed with SEBI. Pursuant to this, SEBI vide its order dated March 28, 2023, cancelled the registration of Comtrade Commodities as stock broker in the securities market (“Order”). Comtrade Commodities is in the process of taking the next course of action with respect to the Order. The matter is currently pending.

(i) **Edelweiss Global Wealth Management Limited (“EGWML”)**

(i) Criminal Proceedings filed against Edelweiss Global Wealth Management Limited

EGWML received notice dated September 4, 2020, from Economic Offence Wing, Gurugram in regard to the complaint dated August 20, 2020 filed by one of its client Parinidhi Minda against EGWML officials Anshul Kapoor, Amit Saxena and Ashish Gopal and directed to attend personally along with necessary papers and documents to record statements. Subsequently, the complaint stands transferred to Police Station, namely, SEC-7, IMT, MSR, Manesar, District – Gurugram. EGWML and its officials, thereafter, received a notice dated October 27, 2020 from said Police Station to appear before Investigating Officer along with supporting documents for the purpose of recording statements. The inquiry is currently pending.

(j) **Edelweiss Retail Finance Limited (“Edelweiss Retail”)**

(i) Civil Proceedings involving Edelweiss Retail

Except as disclosed under “-Material litigations and regulatory actions involving our Company – Civil Litigation – By our Company”, there are no other civil proceedings filed by Edelweiss Retail.

(ii) Criminal Proceedings involving Edelweiss Retail

Nil

(k) **Ecap Equities Limited (“Ecap Equities”)**

(i) Civil Proceedings against Ecap Equities

Except as disclosed under “Litigation involving Subsidiaries – Civil Proceedings against EARC” there are no other civil proceedings against Ecap Equities Limited.

(ii) Criminal proceedings by and against Ecap Equities

Nil

(l) **Edel Investments Limited (“Edel Investments”)**

(i) Civil proceedings against Edel Investments

Om Builders Private Limited (“Plaintiff”) filed a suit against Orbit Abode Private Limited (“Defendant no. 1”) and Edel Investments (“Defendant no. 2”) before the Bombay High Court (“Court”). The Plaintiff

has filed the suit for declaration of the sale deed executed in favour of Defendant no. 2 for sale of 95% share in one fourth undivided share, right, title and interest in all that piece and parcel of land hereditaments and premises equivalent to 11,198 square yards equivalent to 9,363 square meters of Malabar Cumballa Hill Division together with the bungalow known as 'Kilachand House' by Defendant no.1, as null and void. The matter is currently pending.

(ii) Criminal proceedings involving Edel Investments

Nil

- (m) Our Company and its Subsidiaries have filed numerous cases under Section 138 of the Negotiable Instruments Act, 1881, and under Section 25 of Payment and Settlement Systems Act, 2007 against their customers for dishonour of cheques. Further, in some of the cases, customers have filed appeal against our Company and its Subsidiaries. These cases are currently pending across different courts in India.

## 5. Litigation involving our Associates

(a) **Nuvama Wealth and Investment Limited (NWIL) (formerly known as Edelweiss Broking Limited)**

(i) Civil litigation filed against NWIL.

Except as disclosed under – “Material litigation or legal or regulatory actions involving our Promoter”, “Civil proceedings against ECL Finance”, there are no other civil proceedings filed against NWIL.

(ii) Criminal proceedings filed by NWIL.

1. NWIL has filed a criminal writ petition (“**Petition**”) against State of Maharashtra and BKC police station before Bombay High Court praying that Central Bureau of Investigation or any other investigating agency be directed to investigate the offence committed by Pranav Patki under the provisions of Indian Penal code. The matter is currently pending.
2. NWIL filed a criminal complaint dated March 2, 2016 (“**Complaint**”) with the Gandhi Nagar Police Station, Jammu against AEN Collective Market Management Private Limited and its directors (collectively, the “Accused”) under the applicable criminal laws of the State of Jammu and Kashmir and the Trade Marks Act, 1999 restraining the Accused from posing as the Complainant’s franchise and conducting fraudulent transactions. Subsequently, the Complainant filed an application under the applicable Criminal Procedure Code of the State of Jammu and Kashmir (“**Application**”) before the Chief Judicial Magistrate, Jammu (“**Court**”) for investigation of the Complaint. The Court *vide* its order dated April 26, 2016, issued a direction to the Gandhi Nagar Police Station, Jammu to register a first information report and commence investigation. Additionally, the Complainant filed a complaint dated October 20, 2016 with the cyber-crime cell against the Accused for violating of Sections 66A and 66D of the Information and Technology Act, 2000 by fraudulently and dishonestly using electronic email media by creating fabricated email id ‘edelweissfal@gmail.com’ online uploaded on Cyber Cell web-site (on-line) to mislead the public at large by using the Complainant’s registered logo. The matter is currently pending. A.K. Dewani *vide* his letter dated November 17, 2016 has raised a complaint with the RBI against the Complainant demanding that the value of bonds invested in pursuance of the fraud committed by the Accused be refunded to him stating that the Accused is related to the Complainant. A copy of this letter has also been sent to the RBI and the RBI has forwarded the letter to the Complainant advising the Complainant to resolve the complaint amicably within ten days. A.K. Dewani has through an undated letter highlighted that the total amount of fake bonds issued by Accused is ₹ 2.33 million. Thereafter, NWIL denied any involvement of itself. The matter is currently pending.
3. NWIL has filed a criminal complaint dated December 14, 2021 before Station House Officer, Desh Bandhu Gupta Road, Pahar Ganj, New Delhi against its Ex-employee Ishan Pundit and other unknown persons for he is having engaged in illicit activities of unauthorised trading in clients account thereby causing a loss of about ₹ 1.24 million. On August 26, 2022, FIR bearing No. 30 of 2022 has been filed before Cyber Police Station (Central), Delhi under sections 409 and 420 of IPC, 1860. Cyber Cell Police Station, Central District, Delhi by its notice dated December 14, 2022, issued under Section 91 of Cr. P. C requested NWIL to provide certain documents and information. NWIL has filed its reply *vide* letter dated February 03, 2023, providing the required documents and information. The investigation is pending.



4. NWIL has filed criminal cases under Section 138 of the Negotiable Instrument Act, 1881, against our clients for dishonor of cheques towards trading account dues, which are currently pending before the Magistrate Court.

(iii) Criminal proceedings filed against NWIL.

Other than as mentioned below and under “-Material litigations involving our Directors as on the date of this Tranche II Prospectus- Criminal litigation”, there are no other criminal proceedings against NWIL.

1. Rajat Tyagi (“**Complainant**”) has filed a complaint and lodged FIR on February 22, 2020 (“FIR”) under Section 406 of Indian Penal Code, 1860 with the Kotwali police station, Bijnor, Uttar Pradesh against Mohit Singhal, advisor NWIL. The Complainant alleged that the share transactions to an amount of ₹0.25 million. By its email dated May 14, 2021, NWIL filed its reply dated May 11, 2021 alongwith relevant recordings and transcripts with Investigating Officer (“**IO**”) against the undated letter of the Complainant for re-investigation of case. No further information has been sought by IO.
2. Manish Varshney (“**Complainant**”) filed a first information report dated March 28, 2012 (“**FIR**”) against Anagram Capital Limited (now amalgamated with NWIL) and its employees Manoj Tomar and Manoj Gupta (collectively, the “**Accused**”) under Sections 406, 417 and 506 of the Indian Penal Code, 1860 for alleged fraudulent trading using the Complainant’s trading account. Subsequently, Manoj Gupta filed a criminal petition) under Article 226 of the Constitution of India, 1949 before the High Court of Judicature at Allahabad (“**Court**”), seeking a stay order and directions to quash the FIR. The Court granted a stay and directed the police to submit a police report under Section 173(2) of the Criminal Procedure Code, 1973. The matter is currently pending.
3. Amarjeet Arora filed a complaint before Economic Offence Wing, Ludhiana for alleging wrong transactions carried out in his account. NWIL received a notice from EOW asking NWIL to produce documents from account opening date, which were furnished in first week of May 2013. During personal visit at Ludhiana on May 14, 2013, by EBL representative, Investigating Officer directed EBL to produce more documents in respect of trades executed from March 2012 till April 2013 along with voice recording. Statement has been recorded by Investigating Officer on July 26, 2013 and relevant documents have been taken on record. A hearing took place on September 13, 2013 before IO for closure of complaint. Pending for further directions.
4. A first information report dated December 5, 2013 was filed by Gaurang Doshi (“**Complainant**”) against one Mehul Kantilal Vala, ex-employee of the complainant under Section 154 of the Criminal Procedure Code, 1973 for violation of Sections 408, 418, 381 and 506(2) of the Indian Penal Code, 1860 with Ellisbridge Police Station at Ahmedabad, for alleged theft of the physical share certificates of different companies, challan of the banks and cash of ₹0.03 million aggregating to value of ₹4 million. Pursuant to which NWIL received a Notice dated December 11, 2013, from Ellisbridge Police Station at Ahmedabad inter-alia requesting to produce relevant documents pertaining to Delivery Instruction Slips (“**DIS**”) lodged by Mehul Kantilal Vala along with relevant share certificates as well as Demat Account Statement of the Complainant, which has been provided by NWIL vide its letter dated December 13, 2013 and December 23, 2013. The Company official Rakesh Kori of Ahmedabad office recorded his statement on behalf of the company. The matter is currently pending.
5. Baburajan Pillai, a client of NWIL, filed a police complaint before S Roopesh Raj, PSI, Anjalummoodu, Kollam Police station under Sections 408, 418, 468 and 420 of the Indian Penal Code, 1860 for unauthorised trading in his account. His complaint is that one of NWIL’s officials took 300 Bank of India share certificates from the client and carried out unauthorized trading in his account. All the shares were sold at loss. Branch officials have visited the police station from time to time and have filed requisite documents. Thereafter, a notice dated January 7, 2016, was sent by the police, under Section 91 of Cr. PC (“**Notice**”) directing NWIL to provide the relevant documents, which have been duly submitted. The matter is currently pending.
6. H. R. Verma (“**Complainant**”) filed a criminal complaint (“**Complaint**”) before the Judicial Magistrate First Class, Bhopal (“**Judicial Magistrate**”) under Sections 406, 420, 467, 468, 471 and 120B of the Indian Penal Code, 1860 against Sanjay Kumar, Asha Batham, Anita Gupta and Edelweiss Financial Advisory Limited (now amalgamated with NWIL) (collectively, the “**Accused**”) for fraudulent transfer of shares of 4,000 shares of Reliance Industries Limited from their designated

accounts. The Judicial Magistrate dismissed the Complaint *vide* an order dated March 16, 2015 (“**Order**”). Subsequently, the Complainant filed a criminal revision petition under Section 397 of the Criminal Procedure Code, 1973 before the District and Sessions Court, Bhopal (“**Court**”) against the Order of the Judicial Magistrate. The Court heard the matter and directed the Judicial Magistrate to conduct further investigations *vide* an order dated December 22, 2015. The matter is currently pending.

7. George Ommen (“**Complainant**”) filed a criminal case dated July 10, 2008 (“**Criminal Case**”) before the Chief Judicial Magistrate Court at Ernakulum (“**Court**”) against Anagram Securities Limited (now amalgamated with NWIL) and its employees, alleging criminal breach of trust and misappropriation of the Complainant’s money by conducting unauthorised trades leading to a loss of ₹0.03 million under Sections 406, 409 and 34 of the Indian Penal Code, 1860. Subsequently, the Complainant moved an application dated December 24, 2014 (“**Application Order**”) before the Court to implead Rashesh Shah as one of the co-accused in the Criminal Case, subsequent to the amalgamation of Anagram Securities Limited with NWIL. Pursuant to an order dated July 7, 2015 (“**Order**”), the Court allowed the Application for impleading Rashesh Shah as one of the co-accused in the Criminal Case. Pursuant to a criminal miscellaneous application, Rashesh Shah applied to stay the Order and all further proceedings in the Criminal Case. NWIL filed quashing petition at High Court against the order and Criminal Complaint. The High Court of Kerala subsequently stayed the Order. On November 25, 2015, a stay order passed in the Criminal Miscellaneous Application by Kerala High Court (Ernakulum) was produced before the Metropolitan Magistrate Court. By an Order dated January 10, 2018, the Kerala High Court has set aside the Order dated July 7, 2015, passed by the Magistrate Court, Ernakulum to implead Rashesh Shah as party respondent as in the finding the High Court concluded that the procedure adopted by the Metropolitan Magistrate Court to implead Rashesh Shah per se is illegal. On February 15, 2019, George Ommen filed another petition to implead Rashesh Shah as an accused and the same has been dismissed by the Court. Complainant thereafter, on May 27, 2019 filed fresh Petition before Chief Judicial Magistrate, Kochi for substitution of Anagram Securities Limited to Edelweiss Financial Services Ltd. On August 31, 2019, NWIL filed its objection to the fresh Petition. Complainant, thereafter, filed two separate Petitions both dated October 22, 2022 for substitution of M/s Anagram Securities Ltd to our Company Edelweiss Financial Services Ltd and Petition under Section 91 of Cr. PC 1973 inter-alia prying to direct EBL to produce relevant documents showing the amalgamation of M/s Anagram Securities Ltd. with our Company and also to produce Memorandum of Association of our Company respectively. EBL filed its objections dated November 22, 2022, to the said Petitions. The matter is currently pending.
8. On December 11, 2020, NWIL received a notice under section 54 of Prevention of Money Laundering Act, 2002 (“**PMLA**”) from Directorate of Enforcement, Government of India, Jaipur (“**ED**”) in respect of investigation against Clients, M/s. Bhavishya Credit Cooperative Society and 11 others inter alia requesting to provide details of shareholding with present value. ED also directed not to allow any further sale/ transfer transaction in the account of said clients without NOC from ED. NWIL vide its email dated December 21, 2020 requested ED to provide certain additional information in order to comply with the said Notice. The matter is pending.
9. Chayya Jitendra Mohite, a client of NWIL has filed a Criminal Writ Petition being No. 50 of 2021 (“**Petitioner**”) before High Court at Mumbai against Senior Police Officer, Vakola Police Station, Mumbai and State of Maharashtra, the Respondents *inter-alia* praying for an order directing Respondent No. 1 to register FIR on the Petitioner’s complaint dated June 25, 2020 filed with Respondent No. 1 against NWIL, ECL Finance and S. R. Batliboi and Company LLP and thereafter transfer the same to Economics Offences Wing (EOW) or Central Bureau of Investigation (CBI) for further investigation. Petitioner, *inter-alia* alleged the opening of his and his family members loan account/s with ECL Finance without knowledge and consent.

On January 20, 2021, NWIL and ECL Finance appeared before the Hon’ble Court as interveners, when Hon’ble Court allowed the Petitioner to amend the Petition and serve the copies thereof upon all the Respondents and Interveners. Till date, no Petition has been served upon NWIL. The Petition is still pending for hearing.

10. Malvika Saluja and Jyotika Saluja both of Bhubhneshwar, investors in Edelweiss Multi Strategy Fund Management Pvt Ltd (“**EMSFMPL**”) filed 2 separate criminal complaints both dated February 03, 2021 with Laxminagar Police Station, Bhubhneshwar against Employees of NWIL, namely, Debasis Nayak, Dipankar Datta and Raja Ram, *inter-alia* alleging forgery in respect of documents submitted with EMSFMPL for investment in Hexogen Product. On February 09, 2021, NWIL officials received

telephonic directions from Laxminagar Police Station to provide details and documents relating to the said investments in the matter. NWIL official Debasis Nayak appeared before the Investigating Officer along with his advocate on March 3, 2021 and recorded his statement. Thereafter, no further case has been registered before Laxmi Sagar Police Station, Bhubaneswar.

11. Mr. Devarajulu Boopalan (“**Complainant**”), filed a criminal complaint against Dinesh Kumar G and Niraj R. Sharma, officials of NWIL with Thousand Lights Police Station, Chennai – 6 inter-alia raising concerns about his investment of ₹15 Lakhs made in Crossover Fund Series II offered by EAML (“**the Fund**”). Based on telephonic call received from Police station, both the officials attended Police station on August 3, 2021, and denied all alleged concerns raised by the client. On June 15, 2022, NWIL attended concern Police Station through its authorised representative and apprised the matter to the concern Investigating officer. On January 12, 2023, the Parties entered into a MOU for settlement which stated that the Complainant had agreed to transfer the Fund in the name of Nuvama Wealth Finance Limited and/or its affiliates. The Complainant vide its letter dated March 1, 2023, informed to the Inspector of Police, Thousand Lights Police Station, Chennai, that both the parties have decided to resolve all the disputes amicably and requested to not proceed with the criminal complaint. The matter is currently pending.
12. NWIL has been served with Notice dated September 9, 2021 issued by the office of the Assistant Commissioner of Police, Section V: Economic Offences Wing, Mandir Marg, New Delhi against Senior Branch Manager, NWIL, Karol Bagh, Delhi under Section 91 of Code of Criminal Procedure *inter-alia* informing that the investigation is being conducted in case FIR No. 5 of 2021 registered under sections 420, 467, 468, 471 read with sections 34 and 120B of Indian Penal Code against NWIL and others and directed to appear alongwith documents and details pertaining to D H Limited (Client) such as Account opening forms for trading and Demat with all supporting, Ledgers, brokerage and other charges details etc. NWIL, vide its letter dated September 15, 2021, responded to the notice, and submitted all required documents and information before Investigating Officer. The investigation is pending.
13. NWIL received two notices both dated July 7, 2021, issued by Senior Inspector of Police, District Investigation Unit, Chanakya Puri Police Station, New Delhi under Section 91 and 160 of CrPC inter-alia informing that the investigation is being conducted in case FIR No. 5 of 2021 and FIR No. 6 of 2021, both registered under sections 420, 467, 468, 471 read with sections 34 and 120B of IPC, based on the complaints of Shri Jagrit Sahni and Shri Gurmanak Sahni respectively (“**Complainants**”) against one Rajesh Ambwani (No relation with Edelweiss) and Ms. Saloni Singh (represented herself as Relationship Manager of our Company) for having induced the Complainants with dishonest intention to invest a sum of ₹ 6 million and ₹ 2.5 million respectively and caused the loss for the same. NWIL furnished the required details and documents vide its letter dated July 12, 2021 and July 26, 2021. The investigation is pending.
14. Rajiv Kumar Saxena (“**Complainant**”) has filed a criminal complaint against NWIL and one of its employees for commission of criminal breach of trust, cheating and forgery at the CR Park Police Station, New Delhi. The complainant has alleged that he had paid a total of ₹ 2.5 million to our Company by way of cheques for the purpose of investment in two schemes, wherein he was promised a return of 2% per month on the investment of ₹ 1 million, while the remaining ₹1.5 million was kept with Edelweiss Crossover Opportunities Fund and was to be invested in the NSE IPO. The Complainant has not received any returns nor a copy of the agreement. NWIL filed its reply vide letter dated July 12, 2022 and additional reply vide letter dated July 28, 2022. The matter is currently pending.
15. Economic Offences Cell, Panaji, Goa, (“**EOC**”) vide its call letter dated May 18, 2022 informed our Company’s Promoter Rashesh Shah and Venkatchalam Ramaswamy that department is conducting inquiry into the complaint filed by Complainant / Investor Mr. Caesar Fernandes (client of Edelweiss Broking Limited) against them for committing unfair trade practices, criminal breach of trust and cheating through their company and asked their presence before Investigating Officer (“**IO**”) for application inquiry. NWIL officials attended the office of EOC on July 04, 2022, and July 11, 2022, when officials were asked to reply on queries raised by the IO on or before July 15, 2022. On July 15, 2022, NWIL filed its final reply before EOC. The matter is currently pending.
16. The Asst. Commissioner of Police, Kesarbaug Police Station, Lucknow, UP vide his letter dated September 09, 2022 addressed to Vibhor Shankar, employee of NWIL that he is investigating the criminal complaint filed by one Ratnesh Nigam, client of NWIL, against Vibhor Shankar, and directed

said employee to remain present before him alongwith required documents for investigation. Vibhor Shankar, vide his letter dated October 03, 2022 replied the said complaint on merit alongwith supporting documents and stated that the FIR has already been registered being FIR No. 2231 of 2022 dated August 24, 2022 against the said Ratnesh Nigam before Mahanagar Police Station, UP, under Section 323, 342, 504 and 506 of IPC, for he having forcefully taken writing from employee regarding his losses in shares and currency derivates in the year 2015-16 on account of trading by employee. Mahanagar Police Station, Lucknow, UP ("**Police Station**") by its letter dated December 08.2022 directed NWIL officials to appear and record the statement with evidence. Pursuant to the said order, NWIL officials have submitted their statements before the Police Station. The said complaint is pending for investigation.

17. NWIL's official ("**Accused**") received a notice under Section 91 of CRPC, dated December 21, 2022 ("**Notice**") from SHO, Police Station, Gurugram. The notice intimated the Accused about a complaint registered against him for unauthorised trading against the complainant's directions. The Notice further directed the Accused to provide details and documents pertaining to the matter. Company officials are collecting requisite details and documents. The matter is currently pending for investigation.

(iv) Regulatory proceedings involving NWIL.

1. SEBI had issued Notice under Regulation 25 of the SEBI (Intermediaries) Regulations, 2008 dated October 4, 2018 in the matter of Economic Offence Wing Investigation relating to investigation into alleged fraud involving physical shares and Demat accounts. In the notice it is alleged that there was lack of due skill, care, diligence, professionalism and efficiency by NWIL while dealing with Yatin Parekh, client of NWIL, named in the investigation report in the aforesaid matter. NWIL had duly responded to the SEBI letter on October 25, 2018. SEBI vide its email dated April 05, 2022 sent the digitally signed hearing notice to NWIL asking it to appear before the Adjudicating Officer on April 12, 2022 in this matter. The hearing was attended by the authorised representatives of NWIL and subsequently NWIL made its written submissions to the AO vide letter dated April 22, 2022. SEBI vide letter dated October 6, 2022, issued a show cause notice ("**SCN**"), which was replied by NWIL vide its letter dated October 31, 2022. SEBI vide its email dated November 10, 2022 asked NWIL to attend personal hearing through video conference on January 17, 2023. Thereafter, NWIL vide an e-mail dated January 27, 2023, filed its written submissions, before the Competent Authority of the SEBI in this matter. The matter is currently pending.
2. NWIL has been served with Summons issued by Investigation Authority ("**IA**"), Securities and Exchange Board of India ("**SEBI**") under section 11C (3) of the Securities and Exchange Board of India Act, 1992 in relation to the trading activities of the NWIL's client, Bhawarlal Ramnivas Jajoo in the scrip of Reliance Industries Limited for a period from March 01, 2020 to March 31, 2020. NWIL vide its letter dated December 16, 2020 furnished the required information and data along with supporting documents and complied with the same. No further communication is received from IA. The investigation is pending.
3. NSE vide its email letter dated March 5, 2021, sought certain information relating to certain dealers and Authorised Person ("**AP**") who had transacted in the scrip of ZEE Entertainment Enterprises Ltd. ("**ZEEL**"). NWIL vide its email dated March 6, 2021 provided the required information. Further, SEBI vide its order dated August 12, 2021 held that, Amit Bhanwarlal Jajoo, an authorized person of NWIL, and Mr. Manish Jajoo, a dealer of NWIL, along with other persons were actively involved in the placement and execution of transactions mentioned hereinabove. SEBI in the order also advised NWIL to examine the Code of Conduct and employment terms. It is pertinent to state that Mr. Manish Jajoo is not an employee of NWIL, but an approved user of the AP. NWIL is awaiting the final order of SEBI for further action if any, in the matter. SEBI vide its confirmatory order dated February 18, 2022 has lifted the restrictions imposed on the entities vide interim order dated August 12, 2021 subject to the outcome of the appeal proceedings filed by SEBI against the order of SAT before the Hon'ble Supreme Court of India. The matter is currently pending.

(b) **Nuvama Wealth Finance Limited ("NWFL") (formerly known as Edelweiss Finance & Investments Limited)**

(i) Civil Proceedings filed by NWFL.

Except as disclosed under “-Material litigations and regulatory actions involving our Company – Civil Litigation – By our Company”, there are no other civil proceedings filed by NWFL.

**(c) Nuvama Clearing Services Limited (“NCSL”) (formerly known as Edelweiss Custodial Services Limited)**

**(i) Civil Proceedings filed against NCSL.**

1. Arebee Shipping Company Private Limited and its promoter family, who claim to be clients of Anugrah Stock and Broking Private Limited (“**Anugrah**”), filed a suit before the Bombay High Court against Anugrah, Teji Mandi and NCSL (“**Suit**”). The principal allegation in this Suit is that Anugrah and Teji Mandi have misused the power of attorney given to them by the client to misappropriate securities/funds of the client. The Bombay High Court has also passed interim orders directing Anugrah and Teji Mandi to file an affidavit of disclosure to disclose ledger accounts, details of trades, etc. executed on behalf of their clients. The matter is currently pending.
2. On October 4, 2020, NCSL was served with three arbitration petitions (“Arbitration Petitions”) filed by Lalit Shah, Lalit Shah HUF and Prafulla Shah (“**Petitioners**”), all of whom claim to be clients of Anugrah Stock and Broking Private Limited (“Anugrah”). The principal grievance raised in these Arbitration Petitions is that stocks / securities / units entrusted by the Petitioners with Anugrah have been wrongly sold by Anugrah and NCSL. The Petitioners have also sought a direction that Anugrah and ECSL remit back the securities / stocks / units belonging to the Petitioner or deposit in Court an equivalent aggregate sum. The petition has been filed under Section 9 of the Arbitration and Conciliation Act, 1996, seeking interim relief pending arbitration. The matter is currently pending.
3. Writ Petition has been filed before the Bombay High Court by Jaidev Krishnan Iyer, Ashwin Kantilal Mehta and Vimal Kishor Sikchi, Mahendra Kumar Mohta respectively, who claims to be end investors who have invested their monies and given shares as collateral to Anugrah Stock & Broking Private Limited (“**Anugrah**”). The Petitioners have alleged that the securities placed by them were wrongfully liquidated by Anugrah and NCSL. The main prayers of these Petitions is to seek a Special Investigation Team to conduct investigation into the affairs of NSE, NCL, BSE, ECSL, ICICI Bank, Anugrah and Teji Mandi Analytics Private Limited and their auditors to ascertain the role played by each of the entities and submit a report. As Economic Offences Wing (“**EOW**”) is already seized of the matter on account of the complaints filed with it by certain end-investors of Anugrah, EOW has been directed to submit a report on the progress of the investigation. The matter is currently pending.
4. Writ Petition has been filed before the Bombay High Court by Nimish Shah and others including Alpita Apurva Mayekar & others and Karim Maredia, end clients of Anugrah Stock & Broking Private Limited (“**Anugrah**”) *inter-alia* seeking a direction against SEBI to take action against all Respondents including NSE, NCL, CDSL, ECSL, Anugrah and Teji Mandi, and pass appropriate orders to protect the interest of the Petitioners and other investors. As the petition involves a common cause of action and similar/overlapping reliefs, the parties were given the liberty to make an application to tag the above petition with other writ petitions filed before the Bombay High Court. All the writ petitions have been tagged together and common orders have been passed in all the writ petitions. The matter is currently pending for hearing.
5. Writ Petition being No. 3603 of 2022 has been filed before the Bombay High Court by Kamal R. Bulchandani & 05 others (“**Petitioners**”), the end clients of Anugrah Stock & Broking Private Limited (“**Anugrah**”) against SEBI, NSE, NSECL, CDSL, NCSL, EOW and 07 others including EOW Anugrah, Teji Mandi *inter-alia* challenging the orders passed by the Respondent No. 2, NSE rejecting the claims of the Petitioners for reimbursement to the maximum of Rs. 25 lakhs each from IPF on account of losses suffered by unauthorised sell of Petitioner’s securities and misappropriation of margin/funds by Respondent No. 5, 7 and 8 & after probing into the legality to set aside the said orders. NCSL is Party Respondent No. 5 in the captioned Petition. The Petitioners have alleged that the securities placed by them were wrongfully liquidated by Anugrah and NCSL. The Petitioners further prayed to appoint retired High Court Judge or any other competent High Court officials to probe into affairs of Respondents No. 1 to 4 relating to the violation and breach of Respondents No. 5, 6 & 7 and for other reliefs more particularly mentioned in the said Petition including directing Respondent No. 6, EOW to disclose status of their investigations. The matter is currently pending.

**(ii) Criminal Proceedings involving NCSL.**

1. On a complaint made by certain end-clients of Anugrah Stock and Broking Private Limited “Anugrah”, the Economic Offence Wing (“EOW”) registered first information report dated September 9, 2020 against Anugrah and its affiliates/promoters for defrauding customers under Ponzi scheme and lured investors with assured returns of 15% to 20%. Although NCSL is not an accused in that matter, the Economic Offence Wing passed a direction marking a debit lien on NCSL’s clearing account held with Citibank to the tune of ₹4,603.2 million. NCSL challenged this direction before the 47<sup>th</sup> Additional Chief Metropolitan Magistrate’s Court at Esplanade, Mumbai. The Additional Chief Metropolitan Magistrate’s 47<sup>th</sup> Court at Esplanade, Mumbai has temporarily lifted the lien on NCSL’s Clearing Account by passing a stay order. Due to business exigencies, NCSL was required to sell one of the securities listed in the Undertaking namely, parcels of land situated at Alibaug. NCSL therefore, made an Interim Application before the Court *inter-alia* praying to permit NCSL to substitute Alibaug land property with a more liquid security of equivalent value in the form of Compulsory Convertible Debenture (CCDs) of group/affiliate company of NCSL. The Court vide its order dated April 21, 2022, rejected the said Interim Application merely on the ground that once the security has been furnished the same cannot be substituted. Being aggrieved, NCSL filed a Criminal Writ Petition being No. 2690 of 2022 before Bombay High Court challenging the said order dated April 21, 2022. By an order August 11, 2022, the Hon’ble Court allowed NCSL to withdraw the said Petition with a liberty to file fresh application in the event NCSL intends to provide other security as replacement to the previous security. NCSL has filed Misc Application dated October 04, 2022, in the Session Court *inter-alia* to permit NCSL to substitute the securities given in the undertaking dated October 22, 2020 with the securities mentioned in the Application and other prayers mentioned therein. EOW filed its Say dated October 21, 2022 to the Application. NCSL filed its affidavit dated November 04, 2022 with express undertaking that NCSL shall provide additional security in the event of fall in the value of the security provided. By an Order dated December 07, 2022, the Hon’ble Court allowed Application. The original Misc. Application filed by NCSL before 47<sup>th</sup> Additional Chief Metropolitan Magistrate’s Court at Esplanade, Mumbai is now transferred to the Session Court and pending for hearing.
2. NCSL has been served with a Notice dated September 10, 2022 from Senior Police Inspector, EOW, Amravati based on criminal complaint filed by end client of Anugrah Stock and Broking Private Limited “Anugrah”, namely Rishabh Sikchi and others and have been called upon to present with all information and documents as mentioned in the letter. NCSL has appeared before them and submitted its response. NCSL had thereafter received notice seeking additional information which NCSL has duly submitted to EOW Amravati. The matter is currently pending.

(iii) Regulatory proceedings involving NCSL.

1. NSE Clearing Limited (“NCL”) had issued a Show Cause Notice (“SCN”) dated January 8, 2020, after completing the Limited Purpose Inspection to understand the issue raised by the trading member Vrise Securities Private Limited (“Vrise”). NCL made *inter-alia* certain observations in its SCN and personal hearing was scheduled before Member and Core Settlement Guarantee Fund Committee (“MCSGFC”) of NCL. The MCSGF Committee of NCL passed an order dated February 12, 2020 stating that NCSL to reinstate such securities that are liquidated by NCSL. NCSL thereafter filed an appeal against the impugned order with Securities Appellate Tribunal (“SAT”) and Miscellaneous Application and SAT by its order dated February 26, 2020, granted a stay on the matter until the matter is disposed of and directed NCSL to maintain its unutilized and free collateral with NCL above ₹240 million till the appeal has been decided. The matter is currently pending.
2. NSE Clearing Ltd (“NCL”) had issued a Show Cause Notice (“SCN”) dated September 19, 2020, after completing the Limited Purpose Inspection to understand the issue raised by the trading member Anugrah Stock & Broking Private Limited (“Anugrah”). NCL made *inter alia* certain observations in its SCN and personal hearing was scheduled before Member and Core Settlement Guarantee Fund Committee (“MCSGFC”) of NCL. The MCSGF Committee of NCL passed an order dated October 20, 2020 stating that post detailed scrutiny of NSE and the quantum of securities to be re-instated will be intimated by NSE to NCSL for further action and also has levied a penalty of ₹0.1 million. NCSL thereafter filed an appeal against the impugned order with Securities Appellate Tribunal (“SAT”) and SAT by its order dated November 5, 2020, while granting a stay order *inter-alia* directed NCSL to give an undertaking to NCL that NCSL will deposit ₹ 2,120 million or any other amount as may be directed by Tribunal after disposal of Appeal. The matter is currently pending.
3. NSE Clearing Ltd (“NCL”) had issued a Show Cause Notice (“SCN”) dated August 24, 2021 after completing the Regular Inspection of Books of NCSL. NCL made *inter alia* certain observations in its

SCN which was duly responded by NCSL vide its letter dated September 8, 2021. On October 6, 2021, a personal hearing was concluded before the Member and Core Settlement Guarantee Fund Committee (“**MCSGFC**”) of NCL and in pursuance thereof, NCSL submitted its written submission dated October 13, 2021. NCL had further sought clarifications on certain points vide its letter dated March 17, 2022 which are duly responded by NCSL vide its letter dated April 27, 2022 to NCL. NCL had further sought clarifications on certain points vide its letter dated September 22, 2022 which was duly responded by NCSL vide its letter dated October 14, 2022. NCL vide its letter dated October 25, 2022 issues supplementary show cause notice citing observations (“**Supplementary SCN**”) and a personal hearing was scheduled on 01-11-2022 before the MCSGFC. NCSL have submitted its response on November 15, 2022. Subsequently, hearing held on December 06, 2022, before MCSGFC. NCL has further submitted written submissions on Supplementary SCN on December 13, 2022. The matter is currently pending.

**(d) Nuvama Wealth Management Limited (“NWML”)**

**(i) Criminal proceedings against NWML**

Except as mentioned above under “-*Material litigation or legal or regulatory actions involving our Promoter*”, there are no other criminal proceedings against NWML.

**(ii) Regulatory proceedings involving NWML**

SEBI jointly with NSE had conducted joint inspection of Capital Market, F&O and Currency Derivatives segments of NWML for F. Y. 2020-21 and assigned Joint Inspection case to NSE for post Inspection Enforcement action. NSE, after considering NWML's explanations and submissions, has imposed a total penalty of Rs 1,15,000 vide its correspondence no NSE/INSP/MCSGFC-69/CMFOCDs/20-21&21-22/ACT/11933 dated August 30, 2022, which was complied with by NWML.

**6. Litigation involving Group Companies.**

Except as disclosed under “-*Material litigations and regulatory actions involving our Company – Civil Litigation – By our Company*”, there are no litigations pending or taken against the group companies of our Company.

**7. Taxation**

As on the date of this Tranche II Prospectus, there are no tax matters wherein the amount involved is more than ₹1,000 million.

**8. Details of acts of material frauds committed against our Company in the last three years immediately preceding the date of this Tranche II Prospectus, if any, and if so, the action taken by our Company**

Nil

**9. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon.**

Nil

**10. Pending proceedings initiated against our Company for economic offences.**

Nil

**11. Details of inquiries, inspections or investigations initiated or conducted under the Companies Act, 1956 or the Companies Act, 2013 or the securities law against our Company and its Subsidiaries in the last three years along with section wise details of prosecutions filed (whether pending or not), fines imposed or compounding of offences against our Company and its Subsidiaries in the last three years.**

- (i) On March 22, 2021, Edelweiss Asset Reconstruction Company Limited (“**EARC**”) received, MCA letter dated March 18, 2021, regarding inspection of the books of accounts and other books and papers of EARC under Section 206(5) of the Companies Act, 2013. EARC has furnished all the required documents and information to

MCA in April 2021. Further at the request of MCA, EARC re-submitted documents on December 03, 2021. MCA by its Letter dated November 1, 2022, informed EARC to provide its comments and reply to the letter dated October 15, 2022 addressed by Mr. Paras Kuhad (“**Kuhad Letter**”) to the MCA. In the Kuhad Letter, Mr. Kuhad has requested MCA to provide him with the response given by the Company along with the documents furnished in support thereof, and all other information/ documents which have come into the possession of MCA pursuant to the inspection of books initiated in March 2021. EARC vide its letter dated November 25, 2022 furnished its comments as requested by the MCA.

- (ii) The Securities and Exchange Board of India (“**SEBI**”) vide its letter dated July 27, 2020, addressed to our Company made certain observations relating to merchant banking activities of the Company during inspection carried out in the month of February 2020 and advised to be careful in future, thereby avoiding any lapses. Our company has submitted its response on August 26, 2020 dealing with all the observations on merit.
- (iii) Securities and Exchange Board of India (“**SEBI**”), vide its letter dated December 05, 2022 communicated to our Company certain findings of inspection conducted by SEBI officials relating to our Company’s merchant banking activities for a period from April 01, 2021 to March 31, 2022 and advised our Company to submit its comments if any, along with supporting documents. Our Company has submitted its reply on December 12, 2022. SEBI vide its letter dated January 17, 2023 (“**Advisory Letter**”) issued advisory in relation to findings of inspection and advised our Company to ensure compliance with SEBI Circular dated November 26, 2021 on “Publishing Investor Charter and Disclosure of Complaints by Merchant Bankers on their Website–Debt Market” (“**Circular**”) and to be careful in future and improve compliance standards to avoid recurrence of such instances in future. Our Company is in process of submitting its response to Advisory Letter. Our Company has submitted its response with SEBI to Advisory Letter on March 23, 2023 stating that we have complied with the requirements of the Circular. The matter is currently pending.

**12. Any litigation or legal action pending or taken against the promoter of the company by a Government Department or a statutory body during the last three years immediately preceding the date of this Tranche II Prospectus:**

Except as disclosed under “*Material litigation or legal or regulatory actions involving our Promoter as on the date of this Tranche II Prospectus*”, there are no other litigation or legal action pending or taken against the promoter of the company by a Government Department or a statutory body during the last three years immediately preceding the date of this Tranche II Prospectus.



## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Issuer's Absolute Responsibility

*"The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Tranche II Prospectus contains all information with regard to the Issuer and the Tranche II Issue which is material in the context of the Tranche II Issue, that the information contained in this Tranche II Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."*

### Authority for the Tranche II Issue

At the meeting of the Board of Directors of our Company held on November 9, 2022, the Board of Directors approved the issuance of NCDs of the face value ₹ 1,000 each, for an amount up to ₹ 10,000 million.

Further, the present borrowing is within the borrowing limits of ₹ 100,000 million under Section 180(1)(c) of the Companies Act, 2013 duly approved by the members of our Company by way of postal ballot on September 10, 2014.

### Prohibition by SEBI / Eligibility of our Company for the Tranche II Issue

Our Company, persons in control of our Company and/or the Promoters and/or our Promoter Group and/or the Directors have not been restrained or prohibited or debarred from accessing the securities market or dealing in securities by SEBI and no such order or direction is in force. Further, no member of our Company has been prohibited or debarred from accessing the securities market or dealing in securities by SEBI due to fraud.

None of the Promoters or Directors of our Company is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by the Board.

The Company confirms that there are no fines or penalties levied by SEBI or the Stock Exchanges pending to be paid by the Company as on the date of this Tranche II Prospectus.

Our Company is eligible to file this Tranche II Prospectus under the Shelf Prospectus in terms of Regulation 41 of the SEBI NCS Regulations which is as follows:

- i. Our Company has a net worth of at least 500 crores, as per the audited balance sheet of the preceding financial year;
- ii. Our Company has consistent track record of operating profits for the last three years;
- iii. Securities to be issued under the offer document have been assigned a rating of not less than "AA-" category or equivalent by a credit rating agency registered with SEBI;
- iv. No regulatory action is pending against the issuer or directors before SEBI or the Reserve Bank of India; and
- v. The Company, as on date of this Tranche II Prospectus, has not defaulted in:
  - a) the repayment of deposits or interest payable thereon; or
  - b) redemption of preference shares; or
  - c) redemption of debt securities and interest payable thereon; or
  - d) payment of dividend to any shareholder; or
  - e) repayment of any term loan or interest payable thereon, in the last three financial years and the current financial year.

None of our Directors and/or our Promoter have been declared as fugitive economic offenders.

### Wilful Defaulter

Our Company, and/or our Directors and/or our Promoters have not been categorised as a wilful defaulter by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued, for a period of more than six months. None of our Whole-time Directors and/or our Promoter, is a whole-time director or promoter of another company which is has been categorised as a wilful defaulter.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, EQUITUS CAPITAL PRIVATE LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 31, 2023 WHICH READS AS FOLLOWS:**

- 1. WE CONFIRM THAT NEITHER THE ISSUER NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY THE BOARD. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE TRANCHE II ISSUE OR RELATING TO THE TRANCHE II ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDs OFFERED THROUGH THIS TRANCHE II ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE II ISSUE WILL BE GIVEN.**
- 3. WE CONFIRM THAT THE PROSPECTUS CONTAIN ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021.**
- 4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 1956, COMPANIES ACT, 2013, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.**
- 5. WE CONFIRM THAT NO COMMENTS/COMPLAINTS WERE RECEIVED ON THE DRAFT SHELF PROSPECTUS HOSTED ON THE WEBSITE OF THE STOCK EXCHANGE.**

#### **DISCLAIMER CLAUSE OF BSE**

**BSE LIMITED ("THE EXCHANGE") HAS GIVEN, VIDE ITS APPROVAL DATED DECEMBER 20, 2022 PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:**

- A. WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR**
- B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR**

**C. TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;**

**AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR, OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY ANY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER.**

**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.ACUIE.IN) FOR THE LATEST INFORMATION ON ANY INSTRUMENT RATED BY ACUITÉ, ACUITÉ 'S RATING SCALE AND ITS DEFINITIONS.**

**DISCLAIMER STATEMENT 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 RATING S F ROM 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. CRISIL RATINGS OR ITS ASSOCIATES MAY HAVE OTHER COMMERCIAL TRANSACTIONS WITH THE COMPANY/ENTITY.**

**DISCLAIMER CLAUSE OF CARE ADVISORY RESEARCH & TRAINING LIMITED**

**THE REPORT IS PREPARED BY CARE ADVISORY RESEARCH AND TRAINING LIMITED ("CART"). CART HAS TAKEN UTMOST CARE TO ENSURE ACCURACY AND OBJECTIVITY WHILE DEVELOPING THE REPORT BASED ON INFORMATION AVAILABLE IN CART'S PROPRIETARY DATABASE, AND OTHER SOURCES CONSIDERED BY CART AS ACCURATE AND RELIABLE INCLUDING THE INFORMATION IN PUBLIC DOMAIN. THE VIEWS AND OPINIONS EXPRESSED HEREIN DO NOT CONSTITUTE THE OPINION OF CART TO BUY OR INVEST IN THIS INDUSTRY, SECTOR OR COMPANIES OPERATING IN THIS SECTOR OR INDUSTRY AND IS ALSO NOT A RECOMMENDATION TO ENTER INTO ANY TRANSACTION IN THIS INDUSTRY OR SECTOR IN ANY MANNER WHATSOEVER.**

**THE REPORT HAS TO BE SEEN IN ITS ENTIRETY; THE SELECTIVE REVIEW OF PORTIONS OF THE REPORT MAY LEAD TO INACCURATE ASSESSMENTS. ALL FORECASTS IN THE REPORT ARE BASED ON ASSUMPTIONS CONSIDERED TO BE REASONABLE BY CART; HOWEVER, THE ACTUAL OUTCOME MAY BE MATERIALLY AFFECTED BY CHANGES IN THE INDUSTRY AND ECONOMIC CIRCUMSTANCES, WHICH COULD BE DIFFERENT FROM THE PROJECTIONS.**

**NOTHING CONTAINED IN THE REPORT IS CAPABLE OR INTENDED TO CREATE ANY LEGALLY BINDING OBLIGATIONS ON THE SENDER OR CART WHICH ACCEPTS NO RESPONSIBILITY, WHATSOEVER, FOR LOSS OR DAMAGE FROM THE USE OF THE SAID INFORMATION. CART IS ALSO NOT RESPONSIBLE FOR ANY ERRORS IN TRANSMISSION AND SPECIFICALLY STATES THAT IT, OR ITS DIRECTORS, EMPLOYEES, PARENT COMPANY – CARE RATINGS LTD., OR ITS DIRECTORS, EMPLOYEES DO NOT HAVE ANY FINANCIAL LIABILITIES WHATSOEVER TO THE SUBSCRIBERS/USERS OF THE REPORT. THE SUBSCRIBER/USER ASSUMES THE ENTIRE RISK OF ANY USE MADE OF THE REPORT OR DATA HEREIN. THIS REPORT IS FOR THE INFORMATION OF THE AUTHORISED RECIPIENT IN INDIA ONLY AND ANY REPRODUCTION OF THE REPORT OR PART OF IT WOULD REQUIRE EXPLICIT WRITTEN PRIOR APPROVAL OF CART.**

**CART SHALL REVEAL THE REPORT TO THE EXTENT NECESSARY AND CALLED FOR BY APPROPRIATE REGULATORY AGENCIES, VIZ., SEBI, RBI, GOVERNMENT AUTHORITIES, ETC., IF IT IS REQUIRED TO DO SO. BY ACCEPTING A COPY OF THE REPORT, THE RECIPIENT ACCEPTS THE TERMS OF THIS DISCLAIMER, WHICH FORMS AN INTEGRAL PART OF THE REPORT.**

**DISCLAIMER STATEMENT FROM THE LEAD MANAGER**

**THE LEAD MANAGER ACCEPT NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THIS TRANCHE II PROSPECTUS OR IN ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE COMPANY IN CONNECTION WITH THE ISSUE OF THE NCDS AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.**

**DISCLAIMER IN RESPECT OF JURISDICTION**

**THE ISSUE IS BEING MADE IN INDIA, TO INVESTORS FROM CATEGORY I, CATEGORY II, CATEGORY III AND CATEGORY IV. THE DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND THIS TRANCHE II PROSPECTUS WILL NOT, HOWEVER CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR THE NCDS OFFERED HEREBY IN ANY JURISDICTION OTHER THAN INDIA TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. ANY PERSON INTO WHOSE POSSESSION THIS TRANCHE II PROSPECTUS, THE SHELF PROSPECTUS AND RELEVANT TRANCHE PROSPECTUS(ES) COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.**

**DISCLAIMER STATEMENT FROM THE ISSUER**

**THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHER THAN IN THIS TRANCHE II PROSPECTUS ISSUED BY OUR COMPANY IN CONNECTION WITH THE ISSUE OF THE NCDS AND ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT HIS / HER / THEIR OWN RISK.**

**UNDERTAKING BY THE ISSUER**

**INVESTORS ARE ADVISED TO READ THE RISK FACTORS CAREFULLY BEFORE TAKING AN INVESTMENT DECISION IN THE ISSUE. FOR TAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE OFFER INCLUDING THE RISKS INVOLVED. THE NCDs HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY REGULATORY AUTHORITY IN INDIA, INCLUDING THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) NOR DOES SEBI GUARANTEE THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. SPECIFIC ATTENTION OF INVESTORS IS INVITED TO THE STATEMENT OF THE “RISK FACTORS” CHAPTER ON PAGE 18 OF THE SHELF PROSPECTUS AND PAGE 54 OF THIS TRANCHE II PROSPECTUS.**

**OUR COMPANY, HAVING MADE ALL REASONABLE INQUIRIES, ACCEPTS RESPONSIBILITY FOR, AND CONFIRMS THAT THIS TRANCHE II PROSPECTUS CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, THAT THE INFORMATION CONTAINED IN THIS TRANCHE II PROSPECTUS IS TRUE AND CORRECT IN ALL MATERIAL ASPECTS AND IS NOT MISLEADING IN ANY MATERIAL RESPECT, THAT THE OPINIONS AND INTENTIONS EXPRESSED HEREIN ARE HONESTLY HELD AND THAT THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKE THIS TRANCHE II PROSPECTUS AS A WHOLE OR ANY OF SUCH INFORMATION OR THE EXPRESSION OF ANY SUCH OPINIONS OR INTENTIONS MISLEADING IN ANY MATERIAL RESPECT.**

**THE COMPANY HAS NO SIDE LETTER WITH ANY DEBT SECURITIES HOLDER EXCEPT THE ONE(S) DISCLOSED IN THE SHELF PROSPECTUS AND THIS TRANCHE II PROSPECTUS. ANY COVENANTS LATER ADDED SHALL BE DISCLOSED ON THE STOCK EXCHANGE WEBSITE WHERE THE NCDs ARE PROPOSED TO BE LISTED.**

**OUR COMPANY DECLARES THAT NOTHING IN THIS TRANCHE II PROSPECTUS IS CONTRARY TO THE PROVISIONS OF COMPANIES ACT, 2013 (18 OF 2013), THE SECURITIES CONTRACTS (REGULATION) ACT, 1956 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES AND REGULATIONS MADE THEREUNDER.**

#### **Track record of past public issues handled by the Lead Manager**

The track record of past issues handled by the Lead Manager, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

<b>Name of Lead Manager</b>	<b>Website</b>
Equirus Capital Private Limited	<a href="http://www.equirus.com">www.equirus.com</a>

#### **Listing**

An application will be made to the Stock Exchange for permission to deal in and for an official quotation of our NCDs. BSE has been appointed as the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Shelf Prospectus and this Tranche II Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange mentioned above are taken within 6 Working Days from the date of closure of this Tranche II Issue.

For the avoidance of doubt, it is hereby clarified that in the event of zero subscription to any one or more of the series, such NCDs with series shall not be listed.

Our Company shall pay interest at 15% (fifteen) per annum if Allotment is not made and refund orders/allotment letters are not dispatched and/or demat credits are not made to investors within 5 Working Days of this Tranche II Issue Closing Date or date of refusal of the Stock Exchange, whichever is earlier. In case listing permission is not granted by the Stock Exchange to our Company and if such money is not repaid within the day our Company becomes liable to repay it on such account, our Company and every officer in default shall, on and from expiry of such date, be liable to repay the money with interest at the rate of 15% as prescribed under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 26 of the 2013 Act, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.

#### **Consents**

Consents in writing of: (a) the Directors, (b) Company Secretary and Compliance Officer, (c) Chief Financial Officer, (d) Lead Manager (e) the Registrar to the Issue, (f) Legal Advisor to the Issue; (g) bankers to Company; (h) CRISIL Ratings Limited; (i) Acuité Ratings & Research Limited; (j) the Debenture Trustee; (k) CARE Advisory Research & Training Limited in relation to the CARE Research Report; (l) Public Issue Account Bank, Refund Bank and Sponsor Bank; (m) Consortium Members to the Issue have been obtained from them and the same will be filed along with a copy of Tranche II Prospectus with the ROC as required under Section 26 of the Companies Act, 2013. Further, such

consents have not been withdrawn up to the time of delivery of this Tranche II Prospectus with the RoC.

Our Company has received the written consent dated March 31, 2023 from S. R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) the report on statement of possible tax benefits dated March 31, 2023 (ii) the limited review report dated January 31, 2023 relating to the Q3 2023 Unaudited Consolidated Financial Results and Q3 2023 Unaudited Standalone Financial Results for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 included in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

### **Expert Opinion**

Except for the following, our Company has not obtained any expert opinions in connection with this Tranche II Prospectus:

Our Company has received the written consent dated March 31, 2023 from S. R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) the report on statement of possible tax benefits dated March 31, 2023 (ii) the limited review report dated January 31, 2023 relating to the Q3 2023 Unaudited Consolidated Financial Results and Q3 2023 Unaudited Standalone Financial Results for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 included in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

### **Common form of Transfer**

Our Company undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 applicable as on the date of this Tranche II Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

### **Minimum Subscription**

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of Base Issue Size, prior to this Tranche II Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 Working Days from this Tranche II Issue Closing Date or such time as may be specified by SEBI provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 Working Days from this Tranche II Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including SEBI Operational Circular.

### **Filing of the Draft Shelf Prospectus**

A copy of the Draft Shelf Prospectus was filed with the Stock Exchange in terms of SEBI NCS Regulations for dissemination on their website. The Draft Shelf Prospectus was also displayed on the website of the Company and the Lead Manager.

### **Filing of the Shelf Prospectus**

A copy of the Shelf Prospectus was filed with the Stock Exchange and the RoC, in terms of SEBI NCS Regulations and in accordance with section 26 and Section 31 of Companies Act, 2013.

### **Filing of Tranche II Prospectus with the RoC**

A copy of this Tranche II Prospectus will be filed with the RoC, in accordance with section 26 and Section 31 of Companies Act, 2013.

### **Debenture Redemption Reserve**

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with the SEBI NCS Regulations, a listed company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Tranche II Prospectus, our Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with this Tranche II Issue. Our Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31<sup>st</sup> day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

1. in deposits with any scheduled bank, free from any charge or lien;
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882;

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

### **Recovery Expense Fund**

Our Company has created a recovery expense fund in the manner as specified by SEBI in circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 as amended from time to time and Regulation 11 of SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.

Kindly note, any default committed by the Company in terms of the NCDs proposed to be issued shall be reckoned at each respective International Securities Identification Number level assigned to the respective Option(s) of NCDs issued under the Tranche II Issue.

### **Reservation**

No portion of this Tranche II Issue has been reserved.

### **Underwriting**

This Tranche II Issue is not underwritten.

### **Terms and Conditions of Debenture Trustee Agreement**

## **Fees charged by Debenture Trustee**

The Debenture Trustee has agreed for one time acceptance fees of 0.01 % of the Allotment Size payable one time on acceptance of Offer Letter and an annuity fee of ₹ 0.015 % of the allotment Size payable annually in advance from the date of execution till the debentures are redeemed and security is released, as disclosed in their offer letter bearing reference number 25947/CL/MUM/22-23/DEB/267 dated November 16, 2022.

## **Terms of carrying out due diligence:**

As per the SEBI Circular “SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 3, 2020 titled “*Creation of Security in issuance of listed debt securities and due diligence by debenture trustee(s)*”, the Debenture Trustee is required to exercise independent due diligence to ensure that the assets of the Issuer company are sufficient to discharge the interest and principal amount with respect to the debt securities of the Issuer at all times. Accordingly, the Debenture Trustee shall exercise due diligence as per the following process, for which our company has consented to.

- (a) The Debenture Trustee, either through itself or its agents /advisors/consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets and whether all permissions or consents (if any) as may be required to create the security as stipulated in the offer document /disclosure document / information memorandum / private placement memorandum, has been obtained. For the purpose of carrying out the due diligence as required in terms of the Relevant Laws, the Debenture Trustee, either through itself or its agents /advisors/consultants, shall have the power to examine the books of account of the Company and to have the Company's assets inspected by its officers and/or external auditors/valuers/consultants/lawyers/technical experts/management consultants appointed by the Debenture Trustee. Prior to appointment of any agents, advisors, consultants, the Debenture Trustee shall obtain necessary confirmation from the said agents, advisors or consultants that they do not have any conflict-of-interest in conducting the diligence under the transaction.
- (b) The Company shall provide all assistance to the Debenture Trustee to enable verification from the Registrar of Companies, Sub-registrar of Assurances (as applicable), CERSAI, depositories, information utility or any other authority, as may be relevant, where the assets and/or encumbrances in relation to the assets of the Company or any third party security provider are registered / disclosed.
- (c) Further, in the event that existing charge holders have provided conditional consent / permissions to the Company to create further charge on the assets, the Debenture Trustee shall also have the power to verify such conditions by reviewing the relevant transaction documents or any other documents executed between existing charge holders and the Company. The Debenture Trustee shall also have the power to intimate the existing charge holders about proposal of creation of further encumbrance and seeking their comments/ objections, if any.
- (d) Without prejudice to the aforesaid, the Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the relevant laws/ Applicable Law.
- (e) The Debenture Trustee shall have the power to either independently appoint, or direct the Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by the Company.

## **Process of Due Diligence to be carried out by the Debenture Trustee**

Due Diligence will be carried out as per DT regulations and circulars issued by SEBI from time to time. This would broadly include the following:

- A Chartered Accountant (“CA”) appointed by Debenture Trustee will conduct independent due diligence as per scope provided, regarding security offered by the Issuer.
- CA will ascertain, verify, and ensure that the assets offered as security by the Issuer is free from any encumbrances or necessary permission / consent / NOC has been obtained from all existing charge holders.
- CA will conduct independent due diligence on the basis of data / information provided by the Issuer.



- CA will, periodically undertake due diligence as envisaged in SEBI circulars depending on the nature of security.
- On basis of the CA's report / finding Due Diligence certificate will be issued by Debenture Trustee and will be filed with the Stock Exchange.
- Due Diligence conducted is premised on data / information made available to the Debenture Trustee appointed agency and there is no onus of responsibility on Debenture Trustee or its appointed agency for any acts of omission / commission on the part of the Issuer.

While the Debt Security is secured as per terms of the Offer Document and charge is held in favour of the Debenture Trustee, the extent of recovery would depend upon realization of asset value and the Debenture Trustee in no way guarantees / assures full recovery / partial of either principal or interest.

#### **Other Confirmations**

The Debenture Trustee confirms that they have undertaken the necessary due diligence in accordance with Applicable Law, including the SEBI (Debenture Trustees) Regulations, 1993, read with the SEBI circulars titled (i) "Creation of Security in issuance of listed debt securities and 'due diligence' by debenture trustee(s)" dated November 3, 2020; and (ii) "Monitoring and Disclosures by Debenture Trustee(s)" dated November 12, 2020.

The Debenture Trustee undertakes that the NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and Registrar of Companies or CERSAI or depository, etc., as applicable, or is independently verifiable by the Debenture Trustee.

**BEACON TRUSTEESHIP LIMITED HAVE FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED MARCH 31, 2023, AS PER THE FORMAT SPECIFIED IN ANNEXURE A TO THE DT CIRCULAR AND SCHEDULE IV OF THE SEBI NCS REGULATIONS WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED DOCUMENTS PERTAINING TO THE SAID ISSUE AND OTHER SUCH RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS.**
- 2. ON THE BASIS OF SUCH EXAMINATION AND OF THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND ON INDEPENDENT VERIFICATION OF THE VARIOUS RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS,**

**WE CONFIRM THAT:**

- A. THE ISSUER HAS MADE ADEQUATE PROVISIONS FOR AND/OR HAS TAKEN STEPS TO PROVIDE FOR ADEQUATE SECURITY FOR THE DEBT SECURITIES TO BE ISSUED.**
- B. THE ISSUER HAS OBTAINED THE PERMISSIONS / CONSENTS NECESSARY FOR CREATING SECURITY ON THE SAID PROPERTY(IES).**
- C. THE ISSUER HAS MADE ALL THE RELEVANT DISCLOSURES ABOUT THE SECURITY AND ALSO ITS CONTINUED OBLIGATIONS TOWARDS THE HOLDERS OF DEBT SECURITIES.**
- D. ISSUER HAS ADEQUATELY DISCLOSED ALL CONSENTS/ PERMISSIONS REQUIRED FOR CREATION OF FURTHER CHARGE ON ASSETS IN OFFER DOCUMENT AND ALL DISCLOSURES MADE IN THE OFFER DOCUMENT WITH RESPECT TO CREATION OF SECURITY ARE IN CONFIRMATION WITH THE CLAUSES OF DEBENTURE TRUSTEE AGREEMENT.**
- E. ISSUER HAS DISCLOSED ALL COVENANTS PROPOSED TO BE INCLUDED IN DEBENTURE TRUST DEED (INCLUDING ANY SIDE LETTER, ACCELERATED PAYMENT CLAUSE ETC.), OFFER DOCUMENT AND GIVEN AN UNDERTAKING THAT DEBENTURE TRUST DEED WOULD BE EXECUTED BEFORE FILING OF LISTING APPLICATION.**
- F. ISSUER HAS GIVEN AN UNDERTAKING THAT CHARGE SHALL BE CREATED IN FAVOUR OF DEBENTURE TRUSTEE AS PER TERMS OF ISSUE BEFORE FILING OF LISTING APPLICATION.**

**G. ALL DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT WITH RESPECT TO THE DEBT SECURITIES ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE.**

**WE HAVE SATISFIED OURSELVES ABOUT THE ABILITY OF THE ISSUER TO SERVICE THE DEBT SECURITIES.**

Our Company has submitted the due diligence certificate from Debenture Trustee to the Stock Exchange as per format specified in Annexure A of the DT Circular and Schedule IV of the SEBI NCS Regulations.

**Debenture Trust Deed**

Our Company and the Debenture Trustee will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us, as per the extant SEBI regulations applicable for the proposed NCD Issue.

**Issue Related Expenses**

The expenses of this Tranche II Issue include, *inter alia*, lead management fees and selling commission to the Lead Manager, Consortium Members, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

For estimated breakdown of the total expenses for this Tranche II Issue please see, "*Objects to the Issue*" on page 38 of this Tranche II Prospectus.

**Utilisation of Issue Proceeds**

Our Board of Directors certifies that:

- (i) all monies received out of this Tranche II Issue of the NCDs to the public shall be transferred to a separate bank account maintained with a scheduled bank, other than the bank account referred to in section 40(3) of the Companies Act;
- (ii) details of all monies utilised out of this Tranche II Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies were utilised;
- (iii) details of all unutilised monies out of this Tranche II Issue referred to in sub-item (i), if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested;
- (iv) we shall utilize this Tranche II Issue proceeds only upon creation of security as stated in this Tranche II Prospectus in the section titled "*Issue Related Information*" on page 133 of this Tranche II Prospectus and after (a) permissions or consents for creation of specified charge have been obtained from the creditors who have specified charge over the assets sought to be provided as Security; (b) receipt of the minimum subscription of 75% of the Base Issue Size pertaining to each Tranche Issue; (c) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (d) creation of security and confirmation of the same in terms of NCDs and (e) receipt of listing and trading approval from BSE;
- (v) this Tranche II Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any property;
- (vi) this Tranche II Issue proceeds shall not be utilized for providing loans to or acquisition of shares of any entity who is part of the Promoter Group or group companies
- (vii) this Tranche II Issue proceeds shall be utilized in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI or any other statutory authority from time to time. Further this Tranche II Issue proceeds shall be utilised only for the purpose and objects stated in this Tranche II Prospectus and Tranche II Issue; and
- (viii) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 6 Working

Days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws.

#### **Public / Rights Issues of Equity Shares in the last three years from the date of this Tranche II Prospectus**

The Company has not undertaken any public/rights issue of equity shares in the last three years from the date of this Tranche II Prospectus

#### **Public Issue:**

Our Company has undertaken the following debenture public issue prior to the from the date of this Tranche II Prospectus:

<b>Date of Opening</b>	April 1, 2021
<b>Date of Closing</b>	April 23, 2021
<b>Total Issue Size</b>	₹4,000 million
<b>Amount raised in the issue</b>	₹ 2187. 03 million
<b>Date of Allotment</b>	29 April 2021
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of our Company and general corporate purposes.

<b>Date of Opening</b>	December 23, 2020
<b>Date of Closing</b>	January 4, 2021
<b>Total Issue Size</b>	₹ 2,000 million
<b>Amount raised in the issue</b>	₹ 2,000 million
<b>Date of Allotment</b>	January 8, 2021
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of our Company and general corporate purposes.

<b>Date of Opening</b>	August 17, 2021
<b>Date of Closing</b>	September 6, 2021
<b>Total Issue Size</b>	₹ 4,000 million
<b>Amount raised in the issue</b>	₹ 3,678.24 million
<b>Date of Allotment</b>	September 9, 2021
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of our Company and general corporate purposes.

<b>Date of Opening</b>	December 06, 2021
<b>Date of Closing</b>	December 22, 2021
<b>Total Issue Size</b>	₹ 5,000 million
<b>Amount raised in the issue</b>	₹ 4,562.47 million
<b>Date of Allotment</b>	December 28, 2021
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of our Company and general corporate purposes.

<b>Date of Opening</b>	October 03, 2022
<b>Date of Closing</b>	October 17, 2022
<b>Total Issue Size</b>	₹ 4,000 million
<b>Amount raised in the issue</b>	₹ 3,643.51 million
<b>Date of Allotment</b>	October 21, 2022
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of our Company and general corporate purposes.

<b>Date of Opening</b>	January 03, 2023
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<b>Date of Closing</b>	January 16, 2023
<b>Total Issue Size</b>	₹ 4,000 million
<b>Amount raised in the issue</b>	₹ 3,973.90 million
<b>Date of Allotment</b>	January 20, 2023
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue will be utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of our Company and general corporate purposes.

Our associate company, Nuvama Wealth and Investment Limited has undertaken the following debenture public issue prior to the from the date of this Tranche II Prospectus:

<b>Date of Opening</b>	July 05, 2022
<b>Date of Closing</b>	July 12, 2022
<b>Total Issue Size</b>	₹ 3,000 million
<b>Amount raised in the issue</b>	₹ 2,980.44 million
<b>Date of Allotment</b>	July 15, 2022
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the working capital purposes and general corporate purposes.

Our Associate, Nuvama Wealth Finance Limited, has undertaken one public issuance of debentures in the last three years, the particulars of such issuances are set out below:

<b>Date of Opening</b>	January 23, 2020
<b>Date of Closing</b>	January 31, 2020
<b>Total Issue Size</b>	₹ 2,500 million
<b>Amount raised in the Issue</b>	₹ 2,219.13 million
<b>Date of Allotment</b>	February 5, 2020
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of onward lending and for repayment of interest and principal of existing borrowings of Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) and general corporate purposes).

## Rights

Our Company has not undertaken any rights issue of equity shares in the last three years.

Public Issue by our Subsidiaries in the last three years from the date of this Tranche II Prospectus:

Our Subsidiary, Edelweiss Housing Finance Limited, has undertaken one public issuance of debentures in the last three years, the particulars of such issuances are set out below:

<b>Date of Opening</b>	April 6, 2022
<b>Date of Closing</b>	April 26, 2022
<b>Total Issue Size</b>	₹ 3,000 million
<b>Amount raised in the Issue</b>	₹ 2,759.06 million
<b>Date of Allotment</b>	April 29, 2022
<b>Net Utilisation of Proceeds</b>	For the purpose of onward lending, financing, and for repayment/ prepayment of interest and principal of existing borrowings of Edelweiss Housing Finance Limited and for the general corporate purposes.

Our Subsidiary, ECL Finance Limited, has undertaken public issuances of debentures in the last three years, the particulars of such issuances are set out below:

<b>Date of Opening</b>	May 10, 2019
<b>Date of Closing</b>	May 17, 2019
<b>Total Issue Size</b>	₹ 3,000 million
<b>Amount raised in the Issue</b>	₹ 2,719.15 million
<b>Date of Allotment</b>	May 23, 2019
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of

	repayment of interest and principal of existing loans and general corporate purposes.
<b>Date of Opening</b>	November 4, 2019
<b>Date of Closing</b>	November 22, 2019
<b>Total Issue Size</b>	₹ 5,000 million
<b>Amount raised in the Issue</b>	₹ 4,606.80 million
<b>Date of Allotment</b>	November 28, 2019
<b>Net Utilisation of Proceeds</b>	The funds raised through the above issue has been utilized for the purpose of repayment of interest and principal of existing loans and general corporate purposes.

#### Delay in listing

There has been no delay in the listing of any non-convertible securities issued by our Company.

#### Refusal of listing of any security of the issuer during last three years by any of the stock exchanges in India or abroad.

There has been no refusal of listing of any security of our Company during the last three years prior to the date of this Tranche II Prospectus by any Stock Exchange in India.

#### Debentures or bonds and redeemable preference shares and other instruments issued by our Company and outstanding

As on December 31, 2022, our Company has outstanding unlisted, unrated, secured, non-convertible redeemable debentures. For further details see chapter titled “*Financial Indebtedness*” on page 75 of this Tranche II Prospectus.

Further, save and except as mentioned in this Tranche II Prospectus, our Company has not issued any preference shares as of December 31, 2022. For further details see chapter titled “*Capital Structure*” on page 29 of this Tranche II Prospectus.

#### Details of the use of proceeds for on-lending from previous public issue of debt securities

*Details regarding lending out of issue proceeds of Previous Issues:*

- Loan given by our Company: Except Public Issue 1, Public Issue 2, Public Issue 3, Public Issue 4, Public Issue 5 and Public Issue 6, our Company has not undertaken any prior public issuance of debentures. Further, our Company has not provided any loans/advances to associates, entities/persons relating to Board, senior management or Promoter or others out of proceeds from previous public issuance of debentures.

#### Dividend

Our Company has in place dividend distribution policy prepared in accordance with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, approved by the Board of Directors of our Company. The declaration and payment of dividends on our shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition.

Dividend declared to the Equity Shareholders of our Company over the last three years ended March 31, 2022 and for the nine months period ended December 31, 2022 on a standalone basis:

(₹ in million, unless otherwise stated)

Particulars		Nine months period ended December 31, 2022	For the year ended March 31,		
			2022	2021	2020
Equity Share Capital (₹ in Million)		943.10	943.10	935.80	934.41
Face Value Per Equity Share (₹)	(a)	1.00	1.00	1.00	1.00
Interim Dividend on Equity Shares (₹ per Equity Share)	(b)	Nil	0.25	0.90	-
Interim dividend on Equity Shares (₹ in Million)		Nil	235.77	842.22	-
Interim Dividend Declared Rate (in %)	(c=b/a)	Nil	25%	90%	-

Particulars		Nine months period ended December 31, 2022	For the year ended March 31,		
			2022	2021	2020
Final Dividend on Equity Shares (₹ per Equity Share)	(d)	Nil	1.20	0.55	-
Final dividend on Equity Shares (₹ in million)		Nil	1,131.72	515.23	-
Final Dividend Declared Rate (In %)	e=d/a)	Nil	120%	55%	-

Dividend declared to the Equity Shareholders of our Company over the last three years ended March 31, 2022 and for a nine months period ended December 31, 2022 on a consolidated basis:

(₹ in million, unless otherwise stated)

Particulars	Nine months period ended December 31, 2022	For the year ended March 31,		
		2022	2021	2020
Equity Shares				
Equity Share Capital (₹ in Million)	943.10	943.10	935.80	934.41
Face Value Per Equity Share (₹)	1.00	1.00	1.00	1.00
Interim Dividend on Equity Shares (₹ per Equity Share)	Nil	0.25	0.90	-
Interim dividend on Equity Shares (₹ in Million)	Nil	235.77	842.22	-
Interim Dividend Declared Rate (In %)	Nil	25%	90%	-
Final Dividend on Equity Shares (₹ per Equity Share)	Nil	1.20	0.55	-
Final dividend on Equity Shares (₹ in million)	Nil	1,131.72	515.23	-
Final Dividend Declared Rate (In %)	Nil	120%	55%	-

On March 30, 2023, our Company has declared an interim dividend of ₹ 0.25 per share on the equity share of the face value of ₹ 1 each for the financial year ending March 31, 2023.

#### Revaluation of assets

Our Company has not revalued its assets in the last three years.

#### Mechanism for redressal of investor grievances

The Registrar Agreement dated December 12, 2022 between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the Allotment Advice, demat credit and refund through unblocking to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to this Tranche II Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, series applied for, number of NCDs applied for, amount blocked on Application.

All grievances related to the UPI process may be addressed to the Stock Exchanges, which shall be responsible for addressing investor grievances arising from applications submitted online through the App based/ web interface platform of stock exchanges or through their Trading Members. The Intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

The contact details of Registrar to the Issue are as follows:

**KFIN TECHNOLOGIES LIMITED**

Selenium Tower-B,  
Plot 31 & 32, Gachibowli,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad - 500 032, Telangana  
**Tel:** +91 40 6716 2222  
**Fax:** +91 40 2343 1551  
**Email:** efs12.ncdipo@kfintech.com  
**Investor Grievance Email:** einward.ris@kfintech.com  
**Website:** www.kfintech.com  
**Contact Person:** M Murali Krishna  
**SEBI Registration Number:** INR000000221

The Registrar shall endeavour to redress complaints of the investors within three (3) days receipt of the complaint during the currency of this MoU and continue to do so during the period it is required to maintain records under the RTA Regulations and our Company shall extend necessary co-operation to the Registrar for its complying with the said regulations. However, the Registrar shall ensure that the time taken to redress investor complaints does not exceed seven (7) days from the date of receipt of complaint. The Registrar shall provide a status report of investor complaints and grievances on a quarterly basis to our Company. Similar status reports should also be provided to our Company as and when required by our Company.

The details of the person appointed to act as Company Secretary and Compliance Officer for the purposes of this Tranche II Issue are set out below:

**Tarun Khurana**

Company Secretary and Compliance Officer  
Edelweiss House, Off C.S.T. Road  
Kalina, Mumbai 400 098, Maharashtra, India  
**Tel:** +91 22 4009 4400  
**Fax:** +91 22 4086 3610  
**Email:** efs1ncd@edelweissfin.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, etc.

**Details of Auditor to the Issuer:**

Name of the Auditor	Address	Auditor since
S. R. Batliboi & Co. LLP, Chartered Accountants	12 <sup>th</sup> Floor, The Ruby, 29 Senapati Bapat Marg Dadar (West), Mumbai 400 028 Maharashtra, India	Appointment of S. R. Batliboi & Co. LLP. has been approved by the Board of Directors of our Company on May 23, 2018 and by the members of our Company at the annual general meeting held on July 26, 2018.

**Change in auditors of our Company during the last three years**

There has been no change in the auditors of our Company during the last three years from the date of this Tranche II Prospectus.

**Pre-Issue Advertisement**

Our Company will issue a statutory advertisement in compliance with Regulation 30(1) of the SEBI NCS Regulations on or before this Tranche II Issue Opening Date of this Tranche II Issue. The Advertisement will contain the information as prescribed under the SEBI NCS Regulations and Section 30 of the Companies Act. Material updates, if any, between the date of filing of this Tranche Prospectus II with the ROC and the date of the release of the statutory advertisement will be included in the statutory advertisement.

**Auditors' Remarks**

Other than as disclosed in the chapter titled "*Risk Factors*", on page 18 of the Shelf Prospectus and page 54 of this Tranche II Prospectus, there are no reservations or qualifications or adverse remarks in the financial statements of our company in the last three Fiscals immediately preceding this Tranche II Prospectus.

**Trading**

The Equity shares of our Company are listed on NSE and BSE.

**Caution**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who:*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of securities to him, or any other person in a fictitious name shall be liable for action under section 447.”*

**Disclaimer in respect of Jurisdiction**

Exclusive jurisdiction for the purpose of this Tranche II Issue is with the competent courts of jurisdiction in Mumbai, India.



## SECTION V – ISSUE RELATED INFORMATION

### ISSUE STRUCTURE

The key common terms and conditions of the NCDs / term sheet are as follows:

<b>Issuer</b>	Edelweiss Financial Services Limited
<b>Type of instrument</b>	Secured, redeemable, non-convertible debentures
<b>Seniority</b>	Senior
<b>Nature of the Instrument</b>	Secured, redeemable, non-convertible debentures
<b>Mode of the Issue</b>	Public Issue
<b>Lead Manager</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</b>	Public issue by our Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating up to ₹ 10,000 million (“ <b>Shelf Limit</b> ”).
<b>Tranche II Issue Size</b>	Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (“ <b>NCDs</b> ”) for an amount of ₹ 2,000 million (“ <b>Base Issue Size</b> ”) with an option to retain oversubscription up to ₹ 2,000 million amounting to upto ₹ 4,000 million (“ <b>Tranche II Issue Limit</b> ”) (“ <b>Tranche II Issue</b> ”) which is within the Shelf Limit of ₹10,000 million and is being offered by way of this Tranche II Prospectus dated March 31, 2023 containing <i>inter alia</i> the terms and conditions of Tranche II Issue (“ <b>Tranche II Prospectus</b> ”), which should be read together with the Shelf Prospectus. The Shelf Prospectus and Tranche II Prospectus constitutes the prospectus “ <b>Prospectus</b> ”).
<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 Oversubscription Amount</b>	Up to ₹ 2,000 million.
<b>Eligible Investors</b>	Please refer to the section titled “ <i>Issue Procedure – Who can apply?</i> ” on page 160 of this Tranche II Prospectus.
<b>Objects of the Issue</b>	Please refer to the section titled “ <i>Objects of the Issue</i> ” on page 38 of this Tranche II Prospectus
<b>Details of Utilization of the Proceeds</b>	Please refer to the section titled “ <i>Objects of the Issue</i> ” on page 38 of this Tranche II Prospectus
<b>Interest Rate on each category of investor</b>	See “ <i>Terms of the Issue - Interest and Payment of Interest</i> ” on page 148 of this Tranche II Prospectus.
<b>Step up/ Step Down Interest rates</b>	NA
<b>Interest type</b>	Fixed
<b>Interest reset process</b>	NA
<b>Frequency of interest payment</b>	See “ <i>Terms of the Issue - Interest and Payment of Interest</i> ” on page 148 of this Tranche II Prospectus.
<b>Interest payment date</b>	See “ <i>Terms of the Issue - Interest and Payment of Interest</i> ” on page 148 of this Tranche II Prospectus.
<b>Day count basis</b>	Actual / Actual
<b>Interest on application money</b>	NA
<b>Default Interest rate</b>	Our Company shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws.  Our Company shall pay at least two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed if our Company fails to execute the trust deed within such period as prescribed under applicable law.
<b>Tenor</b>	See “ <i>Terms of the Issue - Interest and Payment of Interest</i> ” on page 148 of this

	Tranche II Prospectus.
<b>Redemption Date</b>	See “ <i>Issue Structure - Specific terms for NCDs</i> ” beginning on page 137 of this Tranche II Prospectus.
<b>Redemption Amount</b>	See “ <i>Issue Structure - Specific terms for NCDs</i> ” beginning on page 137 of this Tranche II Prospectus.
<b>Redemption Premium/Discount</b>	See “ <i>Issue Structure - Specific terms for NCDs</i> ” beginning on page 137 of this Tranche II Prospectus.
<b>Face Value</b>	₹ 1,000 per NCD
<b>Issue Price</b>	₹ 1,000 per NCD
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	NA
<b>Put date</b>	NA
<b>Put price</b>	NA
<b>Call date</b>	NA
<b>Call price</b>	NA
<b>Put notification time</b>	NA
<b>Call notification time</b>	NA
<b>Minimum Application size and in multiples of NCD thereafter</b>	₹ 10,000 (10 NCD) and in multiple of ₹ 1,000 (1 NCD) thereafter
<b>Market Lot / Trading Lot</b>	The market lot will be 1 Debenture (“ <b>Market Lot</b> ”). Since the Debentures are being issued only in dematerialized form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.
<b>Pay-in date</b>	Application Date. The entire Application Amount is payable on Application
<b>Credit Ratings</b>	The NCDs proposed to be issued under this 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 December 02, 2022, revalidated vide their letter dated February 6, 2022, and rating rationale dated December 01, 2022 and “ACUITE AA-/ Negative (pronounced as ACUITE double A minus)” for an amount of ₹10,000 million by Acuite Ratings & Research vide their rating letter dated December 07, 2022 with rating rationale dated December 07, 2022 and revalidated vide their letter dated February 13, 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>Modes of payment</b>	Please see “ <i>Issue Structure – Terms of Payment</i> ” on page 138 of this Tranche II Prospectus.
<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>	April 6, 2023
<b>Tranche II Issue Closing Date</b>	April 21, 2023
<b>Issue Timing</b>	This 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 this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Debenture Fund Raising Committee, thereof, subject to relevant approvals. In the event of an early closure or extension of this Tranche II Issue; our 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.
<b>Record date</b>	15 (fifteen) days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under this Tranche II 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>Settlement mode of instrument</b>	Redemption
<b>All covenants of the Issue (including side letters, accelerated payment clause, etc.)</b>	As mentioned in the Debenture Trust Deed.
<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 Schedule 8 of the Deed and disclosed the Shelf Prospectus and this Tranche II Prospectus %</b>	<p>The principal amount of the NCDs to be issued in terms of this Tranche II Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by way of an exclusive and/or pari passu charge in favor of the Debenture Trustee on the assets of the entities permissible under applicable law and/or the Company including loans and advances, receivables, investments, stock in trade, current &amp; other assets held by the entities permissible under applicable law and/or the Company, created in favour of the Debenture Trustee, and/or over the Pledged Securities in favour of the Debenture Trustee for the benefit of the Debenture holders, except those specifically and exclusively charged in favour of certain existing charge holders as specifically set out in and fully described in the Debenture Trust Deed and/or Securities Pledge Agreement, 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. For exclusive charge, we undertake that the assets and/or the Pledged Securities on which the charge is proposed to be created are free from any encumbrances. We have received necessary consents from the relevant debenture trustees for ceding pari-passu charge in favour of the Debenture Trustee in relation to the NCDs. The NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and/or RoC or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee. Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in this Tranche II Prospectus, till the execution of the Debenture Trust Deed. The security shall be created prior to making the listing application for the NCDs with the Stock Exchange.</p> <p>For further details on date of creation of security/likely date of creation of security, minimum security cover etc., please refer to the “<i>Terms of the Issue – Security</i>” on page 140 of this Tranche II Prospectus.</p>
<b>Issue/ Transaction documents</b>	The Draft Shelf Prospectus, the Shelf Prospectus, the Tranche I Prospectus, Corrigendum to Tranche I Prospectus and this Tranche II Prospectus read with any notices, corrigenda, addenda thereto, the Deed and other documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Manager and/or other intermediaries for the purpose of this Tranche II Issue including but not limited to the Issue Agreement, Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Public Issue Account and Sponsor Bank Agreement, the Registrar Agreement and the Consortium Agreement. For further details, please refer to “ <i>Material Contracts and Documents for Inspection</i> ” on page 196 of this Tranche II Prospectus.
<b>Condition precedent to disbursement</b>	Other than the conditions specified in the SEBI NCS Regulations, there are no conditions precedents to disbursement.
<b>Condition subsequent to the disbursement</b>	Other than the conditions specified in the SEBI NCS Regulations, there are no conditions subsequent to disbursement.

<b>Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)</b>	Please refer to the section titled “ <i>Terms of the Issue – Events of Default</i> ” on page 142 of this Tranche II Prospectus.
<b>Creation of recovery expense fund</b>	Our Company has already created a recovery expense fund in the manner as specified by SEBI in circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020, as amended from time to time and Regulation 11 of the SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms of the Deed, for taking appropriate legal action to enforce the security.
<b>Conditions for breach of covenants (as specified in Debenture Trust Deed)</b>	Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the summary term sheet, the Debenture Trustee shall take necessary actions as mentioned in this Debenture Trust Deed and this Tranche II Prospectus
<b>Deemed date of Allotment</b>	<p>The date on which the Board of Directors/or the Debenture Fund Raising Committee approves the Allotment of the NCDs for this Tranche II Issue or such date as may be determined by the Board of Directors/ or the Debenture Fund Raising Committee thereof and notified to the Designated Stock Exchange.</p> <p>The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.</p>
<b>Roles and responsibilities of the Debenture Trustee</b>	Please see section titled “ <i>Terms of the Issue - Trustees for the NCD Holders</i> ” on page 141 of this Tranche II Prospectus.
<b>Risk factors pertaining to the Issue</b>	Please see section titled “ <i>Risk Factors</i> ” on page 54 of this Tranche II Prospectus.
<b>Provisions related to Cross Default Clause</b>	NA
<b>Governing law and Jurisdiction</b>	The governing law and jurisdiction for the purpose of this Tranche II Issue shall be Indian law, and the competent courts of jurisdiction in Mumbai, India, respectively
<b>Working day convention</b>	<p>If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it failing on a non-Working Day.</p> <p>If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest /redemption payments shall be made only on the days when the money market is functioning in Mumbai.</p>

**Notes:**

\* If there is any change in Coupon Rate pursuant to any event including elapse of certain time period or downgrade in rating, 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 dematerialised form. Trading in NCDs shall be compulsorily in dematerialized form.

\*\* The subscription list shall remain open at the commencement of banking hours and close at the close of banking hours for the period as indicated, with an option for early closure or extension by such period, as may be decided by the Board of Directors of our Company or the Debenture Fund Raising Committee in compliance with Regulation 33A of SEBI NCS Regulations. In the event of such early closure or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a leading daily national newspaper on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. For further details please refer to the section titled “General Information” on page 20 of this Tranche II Prospectus.

*\*For the list of documents executed/ to be executed, please see “Material Contracts and Documents for Inspection” on page 196 of this Tranche II Prospectus.*

While the NCDs are secured to the tune of 100% of the principal and interest thereon in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor the security cover is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Please see “Issue Procedure” on page 159 of this Tranche II Prospectus for details of category wise eligibility and allotment in the Tranche II Issue.

Debt securities shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee.

Please refer to Annexure D for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

#### Specific terms for NCDs

Series	I	II	III	IV*	V	VI	VII	VIII	IX	X
Frequency of Interest Payment	Annual	NA	Monthly	Annual	NA	Monthly	Annual	NA	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	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	8.95%	NA	9.20%	9.60%	NA	9.67%	10.10%	NA	10.00%	10.45%
Effective Yield (per annum) for NCD Holders in Category I, II, III & IV	8.94%	8.95%	9.59%	9.59%	9.60%	10.10%	10.09%	10.10%	10.46%	10.44%
Mode of Interest Payment			Through various mode available							
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹1,000	₹1,187.30	₹1,000	₹1,000	₹1,317.00	₹1,000	₹1,000	₹1,618.70	₹1,000	₹1,000
Maturity / Redemption Date (Months 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

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

<sup>1</sup>. 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.

<sup>2</sup>. 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. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. The last interest payment under annual Series will be made at the time of redemption of the NCDs.

<sup>3</sup>. Subject to applicable tax deducted at source, if any.

<sup>4</sup>. Please refer to Annexure D for details pertaining to the cash flows of the Company in accordance with the SEBI Operational circular.

All Category of Investors in the proposed Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Nuvama Wealth & Investment Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance 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 Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Nuvama Wealth & Investment Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance 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 ₹ 1,191.70 per NCD, ₹ 1,324.10 per NCD and/or ₹ 1,633.50 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 Tranche II Issue, who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Nuvama Wealth & Investment Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance 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 Tranche II 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 Tranche II 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.

### **Terms of payment**

The entire face value per NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB or under UPI mechanism (only for Retail Individual Investors), as the case may be, in the bank account of the Applicants that is specified in the ASBA Form at the time of the submission of the Application Form. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA Account, in accordance with the terms specified in “*Terms of the Issue – Manner of Payment of Interest/ Unblocking*” on page 152 of this Tranche II Prospectus.

Participation by any of the above-mentioned Investor classes in the Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the

U.S. Securities Act, 1933, as amended (the “**Securities Act**”) or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuer has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Tranche II Prospectus may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever, and in particular, may not be forwarded to any U.S. Person or to any U.S. address.

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form.

This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

#### **Day Count Convention**

Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Operational Circular.

#### **Effect of holidays on payments**

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Redemption Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

**Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory Permissions / consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.**

For further details, see the section titled “*Issue Procedure*” on page 159 of this Tranche II Prospectus.

## TERMS OF THE ISSUE

### Authority for the Issue

At the meeting of the Board of Directors of our Company held on November 09, 2022, the Board of Directors approved the issuance of NCDs of the face value ₹ 1,000 each, for an amount up to ₹ 10,000 million. Further, the present borrowing is within the borrowing limits of ₹ 100,000 million under Section 180(1)(c) of the Companies Act, 2013 duly approved by the members of our Company by way of postal ballot on September 10, 2014.

The NCDs pursuant to this Issue will be issued on terms and conditions as set out in this Tranche II Prospectus.

### Principal Terms & Conditions of the Issue

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI NCS Regulations, the relevant provisions of the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of this Tranche II Prospectus, the Shelf Prospectus, the Abridged Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/BSE, RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

### Ranking of NCDs

The NCDs would constitute secured obligations of ours and shall rank *pari passu* inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, thereof shall be secured by way of be secured by way of an exclusive and/or *pari passu* charge in favor of the Debenture Trustee on the assets of the entities permissible under applicable law and/or the Company including loans and advances, receivables, investments, stock in trade, current & other assets held by the entities permissible under applicable law and/or the Company, created in favour of the Debenture Trustee, and/or over the Pledged Securities in favour of the Debenture Trustee for the benefit of the Debenture holders, except those specifically and exclusively charged in favour of certain existing charge holders as specifically set out in and fully described in the Debenture Trust Deed and/or Securities Pledge Agreement, 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. For exclusive charge, we undertake that the assets and/or the Pledged Securities on which the charge is proposed to be created are free from any encumbrances. We have received necessary consents from the relevant debenture trustees for ceding *pari-passu* charge in favour of the Debenture Trustee in relation to the NCDs. The NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and/or RoC or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee. Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in this Tranche II Prospectus, till the execution of the Debenture Trust Deed. The security shall be created prior to making the listing application for the NCDs with the Stock Exchange.

The NCDs proposed to be issued under this Tranche II Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

Our Company has obtained permissions or consents from the debenture trustees /existing creditors for proceeding with this Issue.

### Security

The principal amount of the NCDs to be issued in terms of this Tranche II Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by way of an exclusive and/or *pari passu* charge in favor of the Debenture Trustee on the assets of the entities permissible under applicable law and/or the Company including loans and advances, receivables, investments, stock in trade, current & other assets held by the entities permissible under applicable law and/or the Company, created in favour of the Debenture Trustee, and/or over the Pledged Securities in favour of the Debenture Trustee for the benefit of the Debenture holders, except those specifically and exclusively charged in favour of certain existing charge holders as specifically set out in and fully described in the Debenture Trust Deed and/or Securities Pledge Agreement, 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. For exclusive charge, we undertake that the assets and/or the



Pledged Securities on which the charge is proposed to be created are free from any encumbrances. We have received necessary consents from the relevant debenture trustees for ceding pari- passu charge in favour of the Debenture Trustee in relation to the NCDs. The NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and/or RoC or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee. Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in this Tranche II Prospectus, till the execution of the Debenture Trust Deed. The security shall be created prior to making the listing application for the NCDs with the Stock Exchange.

Our Company, pursuant to the SEBI Circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 3, 2020 has entered into the Debenture Trustee Agreement with the Debenture Trustee and in furtherance thereof intends to enter into a deed of agreement with the Debenture Trustee, ("Debenture Trust Deed"), terms of which will govern the powers, authorities and obligations of the Debenture Trustee. Our Company proposes to complete the execution and registration of the Debenture Trust Deed within the stipulated timeframe and shall utilize the funds only after the stipulated security has been created. Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the NCD Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on NCDs on the rate specified in this Tranche II Prospectus and in the Debenture Trust Deed. The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value and shall ensure that the minimum security cover shall be maintained until the redemption of the NCDs.

Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18 of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in the relevant Tranche Prospectus, till the execution of the Debenture Trust Deed and in accordance with the applicable laws.

### **Debenture Redemption Reserve**

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI NCS Regulations, a listed company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Tranche II Prospectus, our Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. Our Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

1. in deposits with any scheduled bank, free from any charge or lien;
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882:

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

### **Face Value**

The face value of each NCD shall be ₹1,000.

### **Trustees for the NCD Holders**

Our Company has appointed Beacon Trusteeship Limited to act as the Debenture Trustee for the NCD Holders in terms

of Regulation 8 of the SEBI NCS Regulations and Section 71 (5) of the Companies Act, 2013 and the rules prescribed thereunder. Our Company and the Debenture Trustee will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us *pro tanto* to the NCD Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

We and the Debenture Trustee will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us *pro tanto* to the NCD Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action.

#### **Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)**

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular series of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed.

#### **Indicative list of Events of Default:**

- (i) default in redemption of the debentures together with redemption premium, if any, interest accrued thereon as and when the same shall have become due and payable or payment of any other amounts in terms of the Debenture Trust Deed;
- (ii) default is committed in payment of the principal amount of the NCDs on the due date(s);
- (iii) default is committed in payment of any interest on the NCDs on the due date(s);
- (iv) Default is committed in the performance of any other covenants, conditions or agreements on the part of the Company under the Debenture Trust Deed or the other Transaction Documents or deeds entered into between the Company and the Debenture Holder(s)/ Beneficial Owner(s)/ Debenture Trustee and such default shall have continued for a period of thirty (30) days after notice in writing thereof been given to the Company by the Debenture Holder(s)/ Beneficial Owner(s)/ Debenture Trustee for remedying such default;
- (v) Default is committed if any information given to the Company in the Shelf Prospectus and relevant Tranche Prospectus(es), the Transaction Documents and/or other information furnished and/or the representations and warranties given/deemed to have been given by the Company to the Debenture Holder(s)/ Beneficial Owner(s) for financial assistance by way of subscription to the Debenture is or proves to be misleading or incorrect in any material respect or is found to be incorrect;
- (vi) Default is committed if the Company is unable to or admits in writing its inability to pay its debts as they mature or proceedings for taking it into liquidation have been admitted by any competent court;
- (vii) The Company has voluntarily or involuntarily become the subject of proceedings under any bankruptcy or insolvency law or suffered any action to be taken for its reorganisation, liquidation or dissolution;
- (viii) Default is committed if any extraordinary circumstances have occurred which makes it impossible for the Company to fulfil its obligations under the Debenture Trust Deed and/or the Debentures; If the Company is unable

to pay its debts;

- (ix) The Company ceases to carry on its business or gives notice of its intention to do so;
- (x) If it is certified by an accountant or a firm of accountants appointed by the Debenture Trustee that the liabilities of the Company exceed its assets;
- (xi) Default is committed if any of the necessary clearances required or desirable in relation to the Company or the Debentures in accordance with any of the Transaction Documents is not received or is revoked or terminated, withdrawn, suspended, modified or withheld or shall cease to be in full force and effect which shall, in the reasonable opinion of Debenture Holder(s)/ Beneficial Owner(s), have material adverse effect on the Company or the Debentures;
- (xii) Default is committed if the company enters into any arrangement or composition with its creditors or commits any acts of insolvency or winding up of the Company;
- (xiii) If the Company files a petition for reorganisation, arrangement, adjustment, winding up or composition of debts of the Company or have been admitted or makes an assignment for the benefit of its creditors generally and such proceeding (other than a proceeding commenced voluntarily by the Company is not stayed, quashed or dismissed);
- (xiv) If the Company is adjudged insolvent or takes advantage of any law for the relief of insolvent debtors;
- (xv) If it becomes unlawful for the company to perform any of its obligations under any transaction document;
- (xvi) Default is committed if the occurrence of any event or condition which in the Debenture Trustee/ Beneficial Owner(s) reasonable opinion can constitute a material adverse effect;
- (xvii) Any security created at any time, any circumstance or event occurs which is prejudicial to or impairs or imperils or jeopardize or endangers any hypothecated properties or any part thereof or any event occurs which causes the Debenture Deed or any related agreement to become ineffective;
- (xviii) Any security created at any time, without prior written consent of the Debenture Trustee or unless otherwise provided for in the Debenture Trust Deed, the Company, attempts or purports to create any charge, mortgage, pledge, hypothecation, lien or other encumbrance over any of the hypothecated properties; and

Any other event described as an Event of Default in the Shelf Prospectus, this Tranche II and the Transaction Documents. In accordance with the circular (SEBI/HO/MIRSD/CRADT/CIR/P/2020/203) dated October 13, 2020 issued by SEBI on “Standardisation of procedure to be followed by Debenture Trustee(s) in case of ‘Default’ by Issuers of listed debt securities”, post the occurrence of a “default”, the consent of the NCD Holders for entering into an inter-creditor agreement (the “ICA”)/enforcement of security shall be sought by the debenture trustee after providing a notice to the investors in the manner stipulated under applicable law. Further, the meeting of the NCD Holders shall be held within the period stipulated under applicable law. In case(s) where majority of investors express their consent to enter into the ICA, the debenture trustee shall enter into the ICA on behalf of the investors upon compliance with the conditions as stipulated in the abovementioned circular. In case consents are not received for signing the ICA, the debenture trustee shall take further action, if any, as per the decision taken in the meeting of the investors. The consent of the majority of investors shall mean the approval of not less than 75% of the investors by value of the outstanding debt and 60% of the investors by number at the ISIN level.

Regulation 51 read with the Explanation to Clause A (11) in Part B of Schedule III of the SEBI Listing Regulations, defines ‘default’ as non-payment of interest or principal amount in full on the pre-agreed date which shall be recognized at the first instance of delay in the servicing of any interest or principal on debt.

It is hereby confirmed, in case of an occurrence of a “default”, the Debenture Trustee shall abide and comply with the procedures mentioned in the abovementioned circular (SEBI/HO/MIRSD/CRADT/CIR/P/2020/203) dated October 13, 2020 issued by SEBI.

#### **NCD Holder not a Shareholder**

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent of the right to receive the annual reports of our Company and such

other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI Listing Regulations.

### **Rights of NCD Holders**

Some of the significant rights available to the NCD Holders are as follows:

1. The NCDs shall not, except as provided in the Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company's members/shareholders including, without limitation, the right to attend and/or vote at any general meeting of our Company's members/shareholders. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the concerned registered NCD Holders for their consideration.
2. In terms of Section 136 (1) of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed at the Registered Office of our Company during business hours.
3. Subject to the above and the applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.
4. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered NCD Holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.
5. The NCDs are subject to the provisions of the SEBI NCS Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Shelf Prospectus, the relevant Tranche Prospectus for each Tranche Issue, the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.
6. For the NCDs issued in dematerialized form, the Depositories shall also maintain the upto date record of holders of the NCDs in dematerialized Form. For NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD Holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders.
7. Subject to compliance with RBI requirements, the NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing 15 days prior notice for such roll over and in accordance with the SEBI NCS Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over. The roll-over of NCDs shall be as per regulation 39 of the SEBI NCS Regulations.

The aforementioned rights of the NCD holders are merely indicative. The final rights of the NCD holders will be as per the terms of the Shelf Prospectus, this Tranche II Prospectus and the Debenture Trust Deed.

### **Nomination facility to NCD Holder**

In accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Rule 19**") read with the applicable provisions of the Companies Act, 2013, the sole NCD holder, or first NCD holder, along with other joint NCD Holders' (being individual(s)), may nominate, in the **Form No. SH.13**, any one person with whom, in the event of the death of Applicant the NCDs were Allotted, if any, will vest. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in **Form No.SH.13** any person as nominee. A

nominee entitled to the NCDs by reason of the death of the original holder(s), will, in accordance with Rule 19 and Section 56 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the NCDs. Where the nominee is a minor, the NCD holder(s) may make a nomination to appoint, in **Form No. SH.14**, any person to become entitled to NCDs in the event of the holder's death during minority. A nomination will stand rescinded on a sale/transfer/alienation of NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or with the Registrar to the Issue.

NCD Holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the NCD Holder(s). The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Rule 19 read with the applicable provisions of the Companies Act 2013, any person who becomes a nominee by virtue of the Rule 19 read with the applicable provisions of the Companies Act 2013, will on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of NCDs; or
- to make such transfer of the NCDs, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

**Since the allotment of NCDs will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.**

**Applicants who have opted for rematerialisation of NCDs and are holding the NCDs in the physical form should provide required details in connection with their nominee to our Company.**

### **Jurisdiction**

Exclusive jurisdiction for the purpose of the Tranche II Issue is with the competent courts of jurisdiction in Mumbai, India.

### **Application in the Issue**

Applicants shall apply in the Tranche II Issue in dematerialised form only, through a valid Application Form filled in by the Applicant along with attachment, as applicable. Further, Applications in the Tranche II Issue shall be made through the ASBA facility only (including Applications made by UPI Investors under the UPI Mechanism).

In terms of Regulation 7 of the SEBI NCS Regulations, our Company will make public issue of the NCDs in the dematerialised form only. However, in the terms of Section 8(1) of the Depositories Act, our Company at the request of the Investors who wish to hold the NCDs in physical form will rematerialise the NCDs. However, trading of the NCDs shall be compulsorily in dematerialised form only.

### **Form of Allotment and Denomination of NCDs**

As per the SEBI NCS Regulations, the trading of the NCDs on the Stock Exchange shall be in dematerialized form only in multiples of 1 (one) NCD ("**Market Lot**"). Allotment in this Tranche II Issue to all Allottees, will be in electronic form i.e. in dematerialised form and in multiples of one NCD.

For details of allotment see "*Issue Procedure*" beginning on page 159 of this Tranche II Prospectus.

### **Transfer/Transmission of NCD(s)**

The NCDs shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The

transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar.

In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Please see "*Terms of the Issue - Interest and Payment of Interest*" on page 148 of this Tranche II Prospectus for the implications on the interest applicable to NCDs held by Individual Investors on the Record Date and NCDs held by Non-Individual Investors on the Record Date.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 ("**SEBI LODR IV Amendment**"), NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018. However, any trading of the NCDs issued pursuant to this Tranche II Issue shall be compulsorily in dematerialized form only. The procedure for transmission of securities has been further simplified vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 ("**LODR Amendment Regulations**") Gazette Notification no. SEBI/LAD-NRO/GN/2022/80 dated April 25th, 2022).

## **Title**

In case of:

- the NCDs held in the dematerialised form, the person for the time being appearing in the record of beneficial owners maintained by the Depository; and
- the NCD held in physical form, pursuant to any rematerialisation, the person for the time being appearing in the Register of NCD Holders as NCD Holder,

shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificate issued in respect of the NCDs and no person will be liable for so treating the NCD Holder.

## **Register of NCD Holders**

No transfer of title of a NCD will be valid unless and until entered on the Register of NCD Holders (for re materialized NCDs) or the register and index of NCD Holders maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or Redemption Amount, as the case may be, will be paid to the person, whose name appears first in the Register of NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the Companies Act shall apply, mutatis mutandis (to the extent applicable) to the NCDs as well.

## **Succession**

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach our Company to register his name as successor of the deceased NCD Holder. The successor of the deceased NCD Holder shall approach

the respective Depository Participant for this purpose and submit necessary documents as required by the Depository Participant.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.
2. Proof that the non-resident Indian is an Indian national or is of Indian origin.
3. Such holding by a non-resident Indian will be on a non-repatriation basis.

#### **Joint-holders**

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles of Association.

#### **Procedure for rematerialisation of NCDs**

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. Holders of the NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to our Company and the Depository Participant. No proposal for rematerialisation of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such re-materialisation.

#### **Restriction on transfer of NCDs**

There are no restrictions on transfers and transmission of NCDs allotted pursuant to this Tranche II Issue. Pursuant to SEBI LODR IV Amendment, NCDs held in physical form, pursuant to any re-materialisation, as above, cannot be transferred except by way of transmission or transposition, from December 04, 2018. However, any trading of the NCDs issued pursuant to this Tranche II Issue shall be compulsorily in dematerialized form only.

#### **Period of subscription**

<b>TRANCHE II ISSUE PROGRAMME**</b>	
<b>TRANCHE II ISSUE OPENS ON</b>	April 6, 2021
<b>TRANCHE II ISSUE CLOSES ON</b>	April 21, 2023
<b>PAY IN DATE</b>	Application Date. The entire Application Amount is payable on Application.
<b>DEEMED DATE OF ALLOTMENT</b>	<p>The date on which the Board of Directors/or the Debenture Fund Raising Committee approves the Allotment of the NCDs for this Tranche II Issue or such date as may be determined by the Board of Directors/ or the Debenture Fund Raising Committee thereof and notified to the Designated Stock Exchange.</p> <p>The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.</p>

*\*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 this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Debenture Fund Raising Committee, subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche II Issue, our 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 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.*

Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) (“**Bidding Period**”) or such extended time as may be permitted by the Stock Exchange, during the Tranche II Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday) (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs. 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 the Stock Exchange. It is clarified that the Applications not uploaded on the Stock Exchange(s) Platform would be rejected. 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

Due to limitation of time available for uploading the Applications on the Tranche II Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche II Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Tranche II Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche II Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under this Tranche II Issue. Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under this Tranche II Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders confirms that it shall extend such reasonable support and co-operation required by our Company and the BRLMS for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid Offer Closing Date or such other period as may be prescribed by SEBI.

## Interest and Payment of Interest

### Interest/ Coupon on NCDs

In case of Series I NCDs, interest would be paid Annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series I NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	8.95%
For Category I, II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	9.15%

Series I NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months from the Deemed Date of Allotment.

### Series II NCD

In case of Series II NCDs, the NCDs shall be redeemed at the end of 24 months from the Deemed Date of Allotment as mentioned below:

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Category I, II, III and IV	1,000	1,187.30
For Category I, II, III and IV Investors eligible for additional incentive/premium amount (₹/ NCD)	1,000	1,191.70

### Series III NCD

In case of Series III NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the



amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series III NCD

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	9.20%
For Category I, Category II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	9.40%

Series III NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 36 months from the Deemed Date of Allotment.

#### Series IV NCD

In case of Series IV NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series IV NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	9.60%
For Category I, II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	9.80%

Series IV NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 36 months from the Deemed Date of Allotment.

#### Series V NCD

In case of Series V NCDs, the NCDs shall be redeemed at the end of 36 months from the Deemed Date of Allotment as mentioned below:

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Category I, II, III and IV	1,000	1,317.00
For Category I, II, III and IV Investors eligible for additional incentive/ premium amount (₹/NCD)	1,000	1,324.10

#### Series VI NCD

In case of Series VI NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series VI NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	9.67%
For Category I, Category II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	9.87%

Series VI NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

#### Series VII NCD

In case of Series VII NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series VII NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	10.10%
For Category I, Category II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	10.30%

Series VII NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

#### Series VIII NCD

In case of Series VIII NCDs, the NCDs shall be redeemed at the end of 60 months from the Deemed Date of Allotment as mentioned below:

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Category I, II, III and IV	1,000	1,618.70
For Category I, II, III and IV Investors eligible for additional incentive/ premium amount (₹/NCD)	1,000	1,633.50

### Series IX NCD

In case of Series IX NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series IX NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	10.00%
For Category I, Category II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	10.20%

Series IX NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months from the Deemed Date of Allotment.

### Series X NCD

In case of Series X NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series X NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	10.45%
For Category I, Category II, III and IV Investors eligible for additional incentive of 0.20% (p.a.)	10.65%

Series X NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months from the Deemed Date of Allotment.

All Category of Investors in the proposed Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or our group company, ECL Finance Limited, Nuvama Wealth & Investment Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance 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 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 Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or our group company, ECL Finance Limited, Nuvama Wealth & Investment Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance 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 applying in Series II, Series V and/or VIII, the maturity amount at redemption along with the additional yield would be ₹ 1,191.70 per NCD, ₹ 1,324.10 per NCD and/or ₹ 1,633.05 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 Tranche II Issue, who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or our group company, ECL Finance Limited, Nuvama Wealth & Investment Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance 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.

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 Tranche II 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 Tranche 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.

For the 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. For the Series where interest is to be paid on monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such NCDs and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

### **Basis of payment of Interest**

The Tenor, Coupon Rate / Yield and Redemption Amount applicable for each Series of NCDs shall be determined at the time of Allotment of NCDs pursuant to this Tranche II Prospectus. NCDs once allotted under any particular Series of NCDs shall continue to bear the applicable Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment irrespective of the category of NCD Holder on any Record Date, and such tenor, coupon/yield and redemption amount as at the time of original allotment will not be impacted by trading of any series of NCDs between the categories of persons or entities in the secondary market.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Investors. In such cases, interest, on the interest payment date, would be directly credited to the account of those Investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Please see “*Manner of Payment of Interest / Unblocking*” at page 152 of this Tranche II Prospectus.

### **Taxation**

Any tax exemption certificate/document must be lodged at the office of the Registrar at least 7 (seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company’s books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialized form.

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day, in accordance with the Working Day Convention. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force, as applicable.

*Subject to the terms and conditions in connection with computation of applicable interest on the Record Date as stated in the section titled “Issue Procedure” on page 159 of this Tranche II Prospectus, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of the Shelf Prospectus and this Tranche II Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.*

## **Day Count Convention**

### **Effect of holidays on payments**

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force, as applicable.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

### **Illustration for guidance in respect of the day count convention and effect of holidays on payments:**

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Operational Circular is disclosed in Annexure D to this Tranche II Prospectus.

## **Maturity and Redemption**

The manner of payment of interest / refund / redemption in connection with the NCDs is set out below:

The bank details will be obtained from the Depositories for payment of interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of interest / refund / redemption amounts to the Applicant at the Applicant's sole risk, and neither the Lead Manager our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

## **Application Size**

Each Application should be for a minimum of 10 NCDs and multiples of one NCD thereof. Applicants can apply for any or all types of NCDs offered hereunder (any/all series) provided the Applicant has applied for minimum application size using the same Application Form.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

## **Terms of Payment**

The entire issue price of ₹ 1,000 per NCD is payable on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on application in accordance with the terms of this Tranche II Prospectus.

## **Manner of Payment of Interest / Unblocking**

The manner of payment of interest / refund / redemption in connection with the NCDs is set out below:

The bank details will be obtained from the Depositories for payment of Interest / unblocking / redemption as the case may be. Applicants are advised to keep their bank account details as appearing on the records of the depository participant updated at all points of time. Please note that failure to do so could result in delays in credit of Interest/ Redemption Amounts at the Applicant's sole risk, and the Lead Manager, our Company or the Registrar shall have no responsibility and undertake no liability for the same.

In case of NCDs held in physical form, on account of rematerialisation, the bank details will be obtained from the documents submitted to the Company along with the rematerialisation request. For further details, please see "*Terms of The Issue – Procedure for Rematerialisation of NCDs*" on page 147 of this Tranche II Prospectus.

The Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to unblocked for the Applicants.

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

### **1. Direct Credit**

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds/interest/ redemption amount, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

### **2. NACH**

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

### **3. RTGS**

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

### **4. NEFT**

Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/ refund/ redemption will be made to the applicants through this method.

### **5. Registered Post/Speed Post**

For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through speed post/registered post.

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed/ available.

Please note that our Company shall not be responsible to the holder of NCDs, for any delay in receiving credit of interest/ refund / redemption so long as our Company has initiated the process of such request in time.

In case of ASBA Applicants, the Registrar to the Issue will issue requisite instructions to the relevant SCSBs to unblock amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants

- 6.** The Registrar to the Issue shall instruct the relevant SCSB or in case of Bids by Retail Individual Investors applying through the UPI Mechanism to the Sponsor Bank, to revoke the mandate and to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of the Tranche II Issue Closing Date.

## **Printing of Bank Particulars on Interest/redemption Warrants**

As a matter of precaution against possible fraudulent encashment of refund orders and interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either on account of rematerialisation or transfer, the investors are advised to submit their bank account details with our Company / Registrar at least 7 (seven) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCDs as available in the records of our Company. Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

## **Buy Back of NCDs**

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buyback of NCDs, upon such terms and conditions as may be decided by our Company.

Our Company may from time to time invite the NCD Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

## **Form and Denomination of NCDs**

In case of NCDs held in physical form on account of rematerialisation, a single certificate will be issued to the NCD Holder for the aggregate amount of the NCDs held ("**Consolidated Certificate**"). The Applicant can also request for the issue of NCD certificates in denomination of one NCD ("**Market Lot**"). In case of NCDs held under different Options, by an NCD Holder, separate Consolidated Certificates will be issued to the NCD Holder for the aggregate amount of the NCDs held under each Option.

It is, however, distinctly to be understood that the NCDs pursuant to this issue shall be traded only in dematerialized form.

In respect of Consolidated Certificates, only upon receipt of a request from the NCD Holder, the Consolidated Certificates would be split into smaller denominations, subject to the minimum of Market Lot. No fee would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate, which would then be treated as cancelled.

## **Procedure for redemption by NCD Holders**

The procedure for redemption is set out below:

### **NCDs held in physical form on account of re-materialization:**

No action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates) be surrendered for redemption on maturity and should be sent by the NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holders may be requested to surrender the NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled.

**NCDs held in electronic form:**

No action is required on the part of NCD Holder(s) at the time of redemption of NCDs.

**Payment on redemption**

The manner of payment of redemption is set out below:

**NCDs held in physical form on account of re-materialization:**

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificates, duly discharged by the sole holder/ all the joint-holders (signed on the reverse of the NCD certificates). Dispatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgement of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least seven days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to NCD Holders towards their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCDs.

**NCDs held in electronic form:**

On the redemption date, redemption proceeds would be paid by cheque /pay order / electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD Holder(s).

Further, we will not be liable to pay any interest, income, or compensation of any kind from the date of redemption of the NCD(s).

*\*In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.5, then the amount shall be rounded off to ₹1,838.*

**Right to Reissue NCD(s)**

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCD(s), we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or reissue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such NCDs either by reselling or reissuing the same NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

**Issue of duplicate NCD Certificate(s)**

If any NCD certificate(s), issued pursuant to rematerialisation, if any, is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s).

Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen, or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

### **Sharing of Information**

Our Company may, at its option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

### **Notices**

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee shall be published in one English language newspaper having wide circulation and one regional language daily newspaper at the place where the registered office of the Company is situated and/or will be sent by speed post/ courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

### **Future Borrowings**

Our Company will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, pari passu or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, provided stipulated minimum security cover is maintained on the NCDs and the interest thereon and after obtaining the consent of the NCD Holders or the Debenture Trustee regarding the creation of a charge over such security, as per the statutory/regulatory requirement.

### **Impersonation**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section(1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 10 lakh or 1.00% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakh or 1.00% of the turnover of our Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakh or with both.

### **Pre-closure**

Our Company, in consultation with the Lead Manager reserves the right to close the Tranche II Issue at any time prior to the Tranche II Issue Closing Date, subject to receipt of minimum subscription or as may be specified in this Tranche II Prospectus and the Shelf Prospectus. Our Company shall allot NCDs with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Tranche II Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure is published on or before such early date of closure or the Tranche II Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.



## **Minimum subscription**

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of Base Issue Size, prior to the Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 Working Days from the Tranche II Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 Working Days from the Tranche II Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in the SEBI Operational Circular.

## **Utilisation of Application Amount**

The sum received in respect of the Tranche II Issue will be kept in separate bank account(s) and we will have access to such funds only upon allotment of the NCDs, execution of Debenture Trust Deeds and on receipt of listing and trading approval from the Stock Exchange as per applicable provisions of law(s), regulations, and approvals.

## **Utilisation of Issue Proceeds**

- (a) All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.
- (b) The allotment letter shall be issued, or application money shall be refunded in accordance with the Applicable Law failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;
- (c) Details of all monies utilised out of the Tranche II Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; and
- (d) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (e) Our Company shall utilize the Issue proceeds only up on (i) receipt of minimum subscription; (ii) completion of Allotment in compliance with Section 40 of the Companies Act, 2013; (iii) receipt of listing and trading approval from Stock Exchange and (iv) only upon execution of the documents for creation of security.
- (f) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (g) Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.
- (h) The Issue proceeds shall be utilised in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI, or any other statutory authority from time to time. Further the Tranche II Issue proceeds shall be utilised only for the purpose and objects stated in the Offer Documents; and
- (i) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 6 Working Days from the Tranche II Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws.

## **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Tranche II Issue Opening Date. This advertisement will be issued in compliance with the Regulation 30(1) of SEBI NCS Regulations and shall contain the information as prescribed in the SEBI NCS Regulations and Section 30 of the Companies Act, 2013.

Material updates, if any, between the date of filing of the Tranche II Prospectus with the ROC and the date of release of the statutory advertisement will be included in the statutory advertisement information as prescribed under SEBI NCS Regulations.

## **Payment of Interest**

If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount will be unblocked within the time prescribed under applicable law, failing which interest may be due to be paid to the Applicants, for the delayed period, as prescribed in applicable law. Our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, (b) applications which are withdrawn by the Applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. For further details, see “*Issue Procedure - Rejection of Applications*” beginning on page 189 of this Tranche II Prospectus.

## **Listing**

The NCDs offered through this Tranche II Prospectus are proposed to be listed on the BSE. Our Company has obtained an ‘in-principle’ approval for the Tranche II Issue from the BSE *vide* their letter dated December 20, 2022. For the purposes of the Issue, BSE is the Designated Stock Exchange.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 6 Working Days of the Tranche II Issue Closing Date. For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the series, such series(s) of NCDs shall not be listed.

## **Guarantee/Letter of Comfort**

The Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

## **Arrangers**

No arrangers have been appointed for this Issue.

## **Monitoring and Reporting of Utilisation of Issue Proceeds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. The Audit Committee shall monitor the utilization of the proceeds of the Tranche II Issue. For the relevant Fiscals commencing from the Fiscal 2022, our Company will disclose in our financial statements, the utilization of the net proceeds of the Tranche II Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche II Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Tranche II Issue.

## **Lien**

Our Company will have the right of set-off and lien, present as well as future on the moneys due and payable to the NCD Holder, to the extent of all outstanding dues, if any by the NCD Holder to our Company.

## **Lien on Pledge of NCDs**

Subject to applicable law, our Company, at its discretion, may record a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the NCD Holder against pledge of such NCDs as part of the funding

## ISSUE PROCEDURE

*This section applies to all Applicants. Specific attention of all Applicants is invited to the SEBI Operational Circular, which provides, inter-alia, that for all public issues of debt securities all Applicants shall mandatorily use the ASBA facility for participating in the Issue. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. Further in terms of the SEBI Operational Circular retail individual investor may use the Unified Payment Interface (“UPI”) to participate in the public issue for an amount up to ₹ 5,00,000 through the app/web interface of the Stock Exchange or through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).*

*Applicants should note that they may submit their Applications to the Designated Intermediaries at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs as mentioned on the Application Form. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Tranche II Prospectus.*

*Please note that this section has been prepared based on the SEBI Operational Circular and the notifications issued by BSE, in relation to the UPI Mechanism dated December 28, 2020 as amended on April 13, 2022 and May 19, 2022.*

*Specific attention is drawn to the SEBI Operational Circular which provides for allotment in public issues of debt securities to be made on the basis of the date of upload of each application into the electronic book of the Stock Exchange, as opposed to the date and time of upload of each such application.*

*Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Tranche II Prospectus. Investors are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws.*

*Further, the Company and the Lead Manager are not liable for any adverse occurrences consequent to the UPI Mechanism for application in the Issue.*

**PLEASE NOTE THAT ALL DESIGNATED INTERMEDIARIES WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THE ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE WILL NEED TO APPROACH THE STOCK EXCHANGE AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THIS TRANCHE II PROSPECTUS, THE TRANCHE II ISSUE OPENING DATE AND THE TRANCHE II ISSUE CLOSING DATE.**

**THE LEAD MANAGER, THE CONSORTIUM MEMBERS AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF TRADING MEMBERS/DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF TRADING MEMBERS/DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATION FORMS IN RESPECT OF THE ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGE WILL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS/DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.**

**Please note that for the purposes of this section, the term “Working Day” shall mean all days on which the commercial banks in Mumbai are open for business, except with reference to the Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays, and public holidays on which commercial banks in Mumbai are open for business. Furthermore, for the purpose the time period between the bid/ issue closing date and the listing of the NCDs, Working Days shall mean all trading days of the Stock Exchange excluding Saturdays, Sundays and bank holidays as specified by SEBI.**

## **Availability of the Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus Abridged Prospectus, and Application Form**

The copies of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus, Abridged Prospectus together with Application Forms may be obtained from our Registered Office, Lead Manager to the Issue, Consortium Members for marketing of the Tranche II Issue, the Registrar to the Issue and the Designated Branches of the SCSBs. Additionally, the Shelf Prospectus and this Tranche II Prospectus and the Application Forms will be available.

- (i) for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
- (ii) at the designated branches of the SCSBs and the Syndicate Members at the Specified Locations.

A unique application number (“UAN”) will be generated for every Application Form downloaded from the website of the Stock Exchange i.e. BSE at [www.bseindia.com](http://www.bseindia.com). Hyperlinks to the websites of the Stock Exchange for this facility will be provided on the websites of the Lead Manager and the SCSBs.

In addition, Application Forms would also be made available to all the recognised Stock Exchange. Further, Application Forms will also be provided to Trading Members at their request.

Our Company may provide Application Forms for being filled and downloaded at such websites as we may deem fit. The Issuer may also provide Application Forms for being downloaded and filled at such websites as it may deem fit. In addition, online demat account portals may also provide the facility of submitting the Application Forms online to their account holders’.

**UPI Investors making an Application upto ₹ 5 lakhs, using the UPI Mechanism, must provide the UPI ID in the relevant t space provided in the Application Form. Application Forms that do not contain the UPI ID are liable to be rejected. UPI Investors applying using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.**

## **PROCEDURE FOR APPLICATION**

### **Who can apply?**

The following categories of persons are eligible to apply in the Tranche II Issue.

#### **Category I**

- Resident public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds and pension funds each with a minimum corpus of ₹ 25 crores , superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDAI;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 500 crores as per the last audited financial statements;
- 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
- Mutual funds registered with SEBI.

#### **Category II**

- 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;
- Co-operative banks and regional rural banks;
- Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;

- Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment: which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners; and
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons.

### **Category III**

- 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

### **Category IV (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/ Series of NCDs in the Tranche II Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹5,00,000 in any of the bidding options in the Tranche II Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.

Note: Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

**Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of Bonds that can be held by them under applicable statutory and or regulatory provisions.**

**Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Tranche II Issue.**

The Lead Manager and their respective associates and affiliates are permitted to subscribe in the Tranche II Issue.

The information below is given for the benefit of Applicants. Our Company and the Lead Manager are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Tranche II Prospectus.

### **How to apply?**

#### **Availability of the Shelf Prospectus, this Tranche II Prospectus, Abridged Prospectus and Application Forms.**

Please note that **there is a single Application Form for, persons resident in India.**

Copies of the Abridged Prospectus containing the salient features of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus together with Application Forms may be obtained from our Registered Office, the Lead Manager, the Registrar to the Issue and the Designated Branches of the SCSBs. Additionally, the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus and the Application Forms will be available.

(iii) for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com).

(iv) at the designated branches of the SCSBs and the Syndicate Members at the Specified Locations.

Electronic Application Forms will also be available on the website of the Stock Exchange. A unique application number (“UAN”) will be generated for every Application Form downloaded from the websites of the Stock Exchange. Further, Application Forms will also be provided to Designated Intermediaries at their request.

### **Method of Application**

In terms of the SEBI Operational Circular an eligible investor desirous of applying in this Tranche II Issue can make

Applications through the ASBA mechanism only. Further, the Application may also be submitted through the app or web interface developed by Stock Exchanges wherein the Application is automatically uploaded onto the Stock Exchange bidding platforms and the amount is blocked using the UPI mechanism, as applicable.

Applicants are requested to note that in terms of the SEBI Operational Circular, SEBI has mandated issuers to provide, through a recognized Stock Exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("**Direct Online Application Mechanism**"). In this regard, SEBI has, through the SEBI Operational Circular, directed the recognised stock exchanges in India to put in necessary systems and infrastructure for the implementation of the SEBI Operational Circular and the Direct Online Application Mechanism infrastructure. The Direct Online Application facility will be available for this Tranche II Issue as per mechanism provided in the SEBI Operational Circular.

All Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application form to any of the Designated Intermediaries. Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a Retail Individual Investor bidding using the UPI mechanism) to the respective SCSB, where such investor has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

Applicants should submit the Application Form only at the Bidding Centres, i.e., to the respective Members of the Consortium at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the RTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at <http://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB (except Application Form from RIBs using the UPI Mechanism) with whom the relevant ASBA Accounts are maintained.

For RIBs using UPI Mechanism, the Stock Exchange shall share the bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. An Applicant shall submit the Application Form, in physical form, the Application Form shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form. Further, the Application may also be submitted through the app or web interface developed by Stock Exchange wherein the Application is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI mechanism, as applicable.

The Sponsor Bank shall provide details of the UPI linked bank account of the Bidders to the Registrar to the Issue for purpose of reconciliation.

RIBs using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

RIBs using UPI Mechanism, submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only the UPI ID is mentioned in the field for Payment Details in the Bid cum Application Form. Application Forms submitted by RIBs using UPI Mechanism to Designated Intermediary (other than SCSBs) with ASBA Account details, are liable to be rejected.

Further, such Bidders including RIBs using the UPI Mechanism, shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of the relevant Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms (except electronic Bid-cum-Application Forms) not bearing such specified stamp may be liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the

Sponsor Bank, as applicable, at the time of submitting the Bid. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a RIB who is not Bidding using the UPI Mechanism.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to the Issue should be made by Applicants directly to the relevant Stock Exchange.

In terms of the SEBI Operational Circular, an eligible investor desirous of applying in this Issue can make Applications through the following modes:

*1. Self-Certified Syndicate Bank (SCSB) or intermediaries (viz. Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)*

- a. An investor may submit the bid-cum-application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e. investor's bank. For such applications, the existing process of uploading of bid on the Stock Exchange bidding platform and blocking of funds in investors account by the SCSB would continue.
- b. An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.
- c. An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is ₹ 5,00,000 or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.

*2. Through Stock Exchange*

- a. An investor may submit the bid-cum-application form through the App or web interface developed by Stock Exchange (or any other permitted methods) wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism.
- b. The Stock Exchange have extended their web-based platforms i.e. 'BSE Direct' to facilitate investors to apply in public issues of debt securities through the web based platform and mobile app with a facility to block funds through Unified Payments Interface (UPI) mechanism for application value upto ₹ 5,00,000. To place bid through 'BSEDirect' platform/ mobile app the eligible investor is required to register himself/ herself with BSE Direct.
- c. An investor may use the following links to access the web-based interface developed by the Stock Exchange to bid using the UPI Mechanism: BSE: <https://www.bsedirect.com>.
- d. The BSE Direct mobile application can be downloaded from play store in android phones. Kindly search for 'BSEdirect' on Google Playstore for downloading mobile applications
- e. To further clarify the submission of bids through the App or web interface, the BSE has issued operational guidelines and circulars dated December 28, 2020 and May 19, 2022 available at <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228> 60, <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228> 61, and <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20220519> 34.

## **Application Size**

Each Application should be for a minimum of 10 NCDs and multiples of one NCD thereof.

Applicants can apply for any or all types of NCDs offered hereunder (any/all series) provided the Applicant has applied for minimum application size using the same Application Form.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

## **APPLICATIONS BY VARIOUS APPLICANT CATEGORIES**

### **Applications by Mutual Funds**

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 (“**SEBI Circular 2019**”), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 10% of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. However the overall exposure in HFCs shall not exceed the sector exposure limit of 20% of the net assets of the scheme. Further, the group level limits for debt schemes and the ceiling be fixed at 10% of net assets value extendable to 15% of net assets value after prior approval of the board of trustees. A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (ii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

### **Application by Scheduled Commercial Banks, Co-operative Banks and Regional Rural Banks**

Scheduled Commercial Banks, Co-operative Banks and Regional Rural Banks can apply in this Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investment; and (iv) a letter of authorisation. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Pursuant to SEBI Operational Circular SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

### **Application by Systemically Important Non-Banking Financial Companies**

Systemically Important Non-Banking Financial Companies can apply in the Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) their memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investment; and (ii) specimen signatures of authorised signatories.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

### **Application by Insurance Companies**

Insurance companies registered with the IRDAI can apply in this Issue based on their own investment limits and approvals in accordance with the regulations, guidelines and circulars issued by the IRDAI. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

### **Applications by Indian Alternative Investments Funds**



Applications made by 'alternative investment funds' eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the “**SEBI AIF Regulations**”) for Allotment of the NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI.

**Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment**

In case of Applications made by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefore.

**Applications by Trusts**

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**Applications by Public Financial Institutions or statutory corporations, which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of: (i) any Act/ Rules under which they are incorporated; (ii) board resolution authorising investments; and (iii) specimen signature of authorized person.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**Applications made by companies, bodies corporate and societies registered under the applicable laws in India**

The Application must be accompanied by certified true copies of: (i) any act/ rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**Applications by Indian scientific and/ or industrial research organizations, which are authorized to invest in the NCDs.**

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications by Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008.**

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications under a power of attorney by limited companies, corporate bodies and registered societies**

In case of Applications made pursuant to a power of attorney by Applicants from Category I and Category II, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

In case of Applications made pursuant to a power of attorney by Applicants from Category III and Category IV, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of physical ASBA Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form.

Failing this our Company, in consultation with the Lead Manager, reserves the right to reject such Applications.

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Manager may deem fit.

Brokers having online demat account portals may also provide a facility of submitting the Application Forms online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his or her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

**Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the NCDs**

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications by National Investment Funds**

Application made by a National Investment Fund for Allotment of the NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

**Applications cannot be made by:**

- a. Minors without a guardian name\* (A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form);
- b. Foreign nationals, NRI inter-alia including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
- c. Persons resident outside India and other foreign entities;
- d. Foreign Institutional Investors;
- e. Foreign Portfolio Investors;
- f. Non-resident Indians;
- g. Qualified Foreign Investors;
- h. Overseas Corporate Bodies\*\*;
- i. Foreign Venture Capital Funds; and
- j. Persons ineligible to contract under applicable statutory/ regulatory requirements.

\* Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872.

*The Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange by the Designated Intermediaries.*

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship). In case of such Applications, the Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange.

*\*\*The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/held directly or indirectly to the extent of at least 60% by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in this Issue.*

**Payment instructions**

**Payment mechanism for Applicants**

An Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form.

An Applicant may submit the completed Application Form to designated intermediaries along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Designated Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.

An Applicant may submit the Application Form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is ₹ 5,00,000 or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant in this case.

An Applicant may submit the Application Form through the App or web interface developed by Stock Exchange wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Upon receipt of an intimation from the Registrar to the Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account and Sponsor Bank Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSB within 5 (five) Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application, as the case may be.

For ASBA Applications submitted to the Lead Manager or Consortium Members or Trading Members of the Stock Exchange at the Specified Cities, the ASBA Application will be uploaded onto the electronic system of the Stock Exchange and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such ASBA Applications from the Lead Manager or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application.

For ASBA Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application, before entering the ASBA Application into the electronic system of the Stock Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account.

**Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the ASBA Application to the Lead Manager or Consortium Members or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities or to the Designated Branches of the SCSBs. An ASBA Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.**

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved, the Registrar to the Issue shall send an appropriate request to the controlling branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount pertaining to NCDs allotted to the successful Applicants to the Public Issue Account(s). The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 5 Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Application, as the case may be. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **Payment mechanism for Direct Online Applicants**

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Issue.*

#### **Additional Instructions for Retail Individual Investors using the UPI mechanism:**

1. Before submission of the application form with the Designated Intermediary, a Retail Individual Investor shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
2. The Retail Individual Investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchanges App/Web interface.
3. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platform using appropriate protocols.
4. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of investor with the depository.
5. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to the Stock Exchanges which would be shared by the Stock Exchanges with the Designated Intermediaries through its platform, for corrections, if any.

6. Once the bid details are uploaded on the Stock Exchanges platform, the Stock Exchanges shall send an SMS to the investor regarding submission of his / her Application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next Working Day.
7. Post undertaking validation with the Depository, the Stock Exchanges shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the Company.
8. The Sponsor Bank shall initiate a mandate request on the investor i.e., request the investor to authorise blocking of funds equivalent to the Application Amount and subsequent debit of funds in case of allotment.
9. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / mobile app, associated with the UPI ID linked bank account.
10. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the bid details submitted by such investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorise the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Issue.
11. The investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the Tranche II Issue Period or any other modified closure date of the Tranche II Issue Period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next Working Day.
12. The investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
13. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 (T being the Tranche II Issue Closing Date) modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 (T being the Tranche II Issue Closing Date) day till 1 pm.
14. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.
15. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
16. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchanges. The block request status would also be displayed on the Stock Exchanges platform for information of the intermediary.
17. The information received from Sponsor Bank, would be shared by the Stock Exchanges with the Registrar to the Issue in the form of a file for the purpose of reconciliation.
18. Post closure of the Issue, the Stock Exchanges shall share the bid details with the Registrar to the Issue. Further, the Stock Exchanges shall also provide the Registrar to the Issue, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

#### **Additional information for Applicants**

1. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.
2. No separate receipts will be issued for the money blocked on the submission of Application Form. However, the collection centre of the Designated Intermediaries will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.
3. Applications should be submitted on the Application Form only. In the event that physical Application Form do not bear the stamp of the Designated Intermediaries, or the relevant Designated Branch, as the case may be, they are liable to be rejected.

4. Application Forms submitted by Applicants shall be for allotment of NCDs only in dematerialized form.

Applicants are advised not to submit Application Forms to Public Issue Account Banks and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.

### **Filing of the Prospectus with ROC**

A copy of the Shelf Prospectus and this Tranche II Prospectus shall be filed with the ROC in accordance with section 26 and Section 31 of the Companies Act, 2013.

### **Pre-Issue Advertisement**

Our Company will issue a statutory advertisement on or before the Tranche II Issue Opening Date. This advertisement will contain the information as prescribed under the SEBI NCS Regulations and Section 30 of the Companies Act, 2013. Material updates, if any, between the date of filing of the Shelf Prospectus and this Tranche II Prospectus and the date of release of the statutory advertisement will be included in the statutory advertisement.

### **Instructions for completing the Application Form**

1. Applications must be made in the prescribed Application Form.
2. Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Shelf Prospectus and this Tranche II Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Designated Intermediaries will not be liable for errors in data entry due to incomplete or illegible Application Forms.
3. Applications are required to be for a minimum of such NCDs and in multiples of one NCD thereafter as specified in the Issue Documents.
4. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
5. Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details and Applications should be made by Karta in case the Applicant is an HUF. Applicants are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.
6. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
7. Applicants applying for Allotment must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchange by the Designated Intermediaries, as the case may be, the Registrar to the Issue will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
8. Applicants must ensure that their Application Forms are made in a single name.
9. The minimum number of Applications and minimum application size shall be specified in the relevant Tranche Prospectus. Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
10. If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
11. Applicant should correctly mention the ASBA Account number and UPI ID in case applying through UPI Mechanism and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and ensure that the signature in the Application Form matches with the signature in the Applicant's bank records.
12. All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.

13. Applications for all the series of the NCDs may be made in a single Application Form only.

**Additional Instructions for Retail Individual Investors using the UPI mechanism:**

1. Before submission of the application form with the Designated Intermediary, the Retail Individual Investor shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
2. The Retail Individual Investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchange App/ Web interface.
3. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platform using appropriate protocols.
4. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of investor with the depository.
5. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to Stock Exchange(s) which would be shared by the Stock Exchange(s) with the Designated Intermediaries through its platform, for corrections, if any.
6. Once the bid details are uploaded on the Stock Exchange(s) platform, the Stock Exchange(s) shall send an SMS to the investor regarding submission of his / her application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next Working Day.
7. Post undertaking validation with the Depository, the Stock Exchange(s) shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the Company.
8. The Sponsor Bank shall initiate a mandate request on the investor i.e., request the investor to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.
9. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / mobile app, associated with the UPI ID linked bank account.
10. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the bid details submitted by such investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorize the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Tranche II Issue.
11. The investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the Issue period or any other modified closure date of the Tranche II Issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next Working Day.
12. The investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
13. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 (T being the Tranche II Issue Closing Date) modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 (T being the Tranche II Issue Closing Date) day till 1 pm
14. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.
15. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
16. The information containing status of block request (e.g., accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange(s). The block request status would also be displayed on the Stock Exchange(s) platform for information of the intermediary.

17. The information received from Sponsor Bank, would be shared by Stock Exchange(s) with the Registrar to the Issue in the form of a file for the purpose of reconciliation.
18. Post closure of the Tranche II Issue, the Stock Exchange(s) shall share the bid details with the Registrar to the Issue. Further, the Stock Exchange(s) shall also provide the Registrar to the Issue, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.
19. The allotment of debt securities shall be done as per SEBI Operational Circular.
20. The RTA, based on information of bidding and blocking received from the Stock Exchange, shall undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.
21. Upon approval of the basis of allotment, the RTA shall share the 'debit' file with Sponsor bank (through Stock Exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the investor's account. The Sponsor Bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit / collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the public issue account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.
22. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.
23. Thereafter, Stock Exchange will issue the listing and trading approval.
24. Further, in accordance with the Operational Instructions and Guidelines for Making Application for Public Issue of Debt Securities through BSEDirect issued by BSE on December 28, 2020 and May 19, 2022 the investor shall also be responsible for the following:
  - i. Investor shall check the Tranche II Issue details before placing desired bids;
  - ii. Investor shall check and understand the UPI mandate acceptance and block of funds process before placing the bid;
  - iii. The receipt of the SMS for mandate acceptance is dependent upon the system response/integration of UPI on Debt Public Issue System;
  - iv. Investor shall accept the UPI Mandate Requests within the stipulated timeline;
  - v. Investor shall note that the transaction will be treated as completed only after the acceptance of mandates by the investor by way of authorising the transaction by entering their UPI pin and successfully blocking funds through the ASBA process by the investor's bank;
  - vi. Investor shall check the status of their bid with respect to the mandate acceptance and blocking of funds for the completion of the transaction; and
  - vii. In case the investor does not accept the mandate within stipulated timelines, in such case their bid will not be considered for allocation.

**The series, mode of allotment, PAN, demat account number, etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for allotment.**

**Applicants should note that neither the Members of the Consortium nor the other Designated Intermediaries, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms. Our Company would allot the NCDs, as specified in this Tranche II Prospectus for the Issue to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.**

#### **Applicants' PAN, Depository Account and Bank Account Details**

**ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE NCDs SHOULD MENTION THEIR DP ID, CLIENT ID, PAN AND UPI ID (IN CASE APPLYING THROUGH UPI MECHANISM) IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID PAN AND UPI ID GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID, PAN AND**



**UPI ID AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.**

On the basis of the DP ID, Client ID, PAN and UPI ID provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the Demographic Details of the Applicants including PAN and MICR code. These Demographic Details would be used for giving Allotment Advice and refunds, if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details (including bank account details) as appearing on the records of the Depository Participant and ensure that they are true and correct. Please note that failure to do so could result in delays in despatch/ credit of refunds, if any, to Applicants, delivery of Allotment Advice or unblocking of ASBA Accounts at the Applicants' sole risk, and neither the Members of the Consortium nor the Designated Intermediaries, nor the Registrar, nor the Banker(s) to the Issue, nor the SCSBs, nor our Company shall have any responsibility and undertake any liability for the same.

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchanges by the Members of the Consortium or the Designated Intermediaries, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected and our Company, the Members of the Consortium and the other Designated Intermediaries shall not be liable for losses, if any.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice and for refunds (if any) as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Issue.

By signing the Application Form, Applicants applying for the NCDs would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Allotment Advice would be mailed by post or e-mail at the address of the Applicants in accordance with the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Banker(s) to the Issue, Registrar to the Issue nor the Lead Manager shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in the relevant Tranche Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under powers of attorney, our Company in its absolute discretion, reserves the right to permit the holder of a power of attorney to request the Registrar to the Issue that for the purpose of printing particulars on and mailing of the Allotment Advice through post, the Demographic Details obtained from the Depository of the Applicant shall be used.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to this Issue will be made into the accounts of the Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the four parameters, namely, DP ID, Client ID, PAN and UPI ID then such Applications are liable to be rejected.

Applicants should note that the NCDs will be allotted to all successful Applicants only in dematerialized form. The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN and UPI ID (for Retail Individual Investor Applicants bidding using the UPI mechanism), shall be treated as incomplete and will be rejected.

## **APPLICATIONS FOR ALLOTMENT OF NCDs IN THE DEMATERIALIZED FORM**

### ***Submission of Applications***

Applicants can apply for NCDs only using the ASBA facility pursuant to SEBI Operational Circular. ASBA Applications can be submitted through either of the following modes:

- (a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account

is maintained. In case of ASBA Application in physical mode, the Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the ASBA Application, prior to uploading such ASBA Application into the electronic system of the Stock Exchange. If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchange. If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the ASBA Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application. In case of Application in the electronic mode, the Applicant shall submit the ASBA Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly register such ASBA Applications.

- (b) Physically through the Consortium Member, Lead Manager, or Trading Members of the Stock Exchange only at the Specified Cities i.e., Syndicate ASBA. Kindly note that ASBA Applications submitted to the Consortium Member, Lead Manager or Trading Members of the Stock Exchange at the Specified Cities will not be accepted if the SCSB where the ASBA Account is maintained, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Consortium Member, Lead Manager or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (c) A UPI Investor making an Application in the Issue under the UPI Mechanism, where the Application Amount is upto ₹ 5,00,000, can submit his Application Form physically to a SCSB or a Designated Intermediary. The Designated Intermediary shall upload the application details along with the UPI ID on the Stock Exchange' bidding platform using appropriate protocols. Kindly note that in this case, the Application Amount will be blocked through the UPI Mechanism.

A UPI Investor may also submit the Application Form for the Issue through BSE Direct, wherein the Application will be automatically uploaded onto the Stock Exchange' bidding platform and an amount equivalent to the Application Amount shall be blocked using the UPI Mechanism.

Upon receipt of the Application Form by the Designated Intermediaries, an acknowledgement shall be issued by giving the counter foil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchange and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Specified City, named by such SCSB to accept such ASBA Applications from the Designated Intermediaries (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). Upon receipt of the ASBA Application, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the ASBA Form. If sufficient funds are not available in the ASBA Account, the relevant ASBA Application is liable to be rejected. If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be.

In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is up to UPI Application Limit, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant and the Designated Intermediary shall upload the Application on the bidding platform developed by the Stock Exchange. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the bid will automatically be uploaded onto the Stock Exchange bidding platform and the amount will be blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Applicants must note that:

- (a) Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Lead Manager and Trading Members of the Stock Exchange at the Specified Cities; and electronic Application Forms will be

available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Tranche II Issue Opening Date. Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the Shelf Prospectus and this Tranche II Prospectus is made available on their websites. The physical Application Form submitted to the Designated Intermediaries shall bear the stamp of the relevant Designated Intermediary. In the event the Application Form does not bear any stamp, the same shall be liable to be rejected.

- (b) The Designated Branches of the SCSBs shall accept ASBA Applications directly from Applicants only during the Issue Period. The SCSB shall not accept any ASBA Applications directly from Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, in case of Syndicate ASBA, the relevant branches of the SCSBs at Specified Cities can accept ASBA Applications from the Lead Manager or Trading Members of the Stock Exchange, as the case may be, after the closing time of acceptance of Applications on the Tranche II Issue Closing Date. For further information on the Issue programme, please see section titled “*Issue Related Information-Terms of the Issue*” on page 140 of this Tranche II Prospectus.
- (c) In case of Applications through Syndicate ASBA, the physical Application Form shall bear the stamp of the Lead Manager or Consortium Member or Trading Members of the Stock Exchange, as the case maybe, if not, the same shall be rejected. Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

Please note that Applicants can make an Application for Allotment of NCDs in the dematerialized form only.

### **Submission of Direct Online Applications**

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges. In the event the Direct Online Application facility is implemented by the Stock Exchanges, relevant “know your customer” details of such Applicants will be validated online from the Depositories, on the basis of the DP ID and Client ID provided by them in the Application Form. On successful submission of a Direct Online Application, the Applicant will receive a system-generated unique application number (“UAN”) and an SMS or an e-mail confirmation on credit of the requisite Application Amount paid through the online payment facility with the Direct Online Application. On Allotment, the Registrar to the Issue shall credit NCDs to the beneficiary account of the Applicant and in case of refund, the refund amount shall be credited directly to the Applicant’s bank account. Applicants applying through the Direct Online Application facility must preserve their UAN and quote their UAN in: (a) any cancellation/withdrawal of their Application; (b) in queries in connection with Allotment of NCDs and/or refund(s); and/or (c) in all investor grievances/complaints in connection with the Issue. As per the SEBI Operational Circular, the availability of the Direct Online Applications facility is subject to the Stock Exchanges putting in place the necessary systems and infrastructure, and accordingly the aforementioned disclosures are subject to any further clarifications, notification, modification deletion, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or SEBI.

## **INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM**

### **General Instructions**

#### **A. General instructions for completing the Application Form**

- Applications must be made in prescribed Application Form only;
- Applicants should ensure that their Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Members of the Syndicate or Trading Members of the stock exchange(s) at the Specified Cities, and not directly to the escrow collecting banks (assuming that such bank is not a SCSB) or to the Company or the Registrar to the Issue.
- Applications through Syndicate ASBA, before submitting the physical Application Form to the Members of the Syndicate or Trading Members of the stock exchange(s), ensure that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at-least one branch in that Specified City for the Members of the Syndicate or Trading Members of the stock exchange(s), as the case may be, to deposit ASBA Forms (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/> Recognised-Intermediaries)

- Application Forms must be completed in block letters in English, as per the instructions contained in the Shelf Prospectus and this Tranche II Prospectus, the Abridged Prospectus and the Application Form.
- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialised form) and Applications should be made by Karta in case the Applicant is an HUF. Please ensure that such Applications contain the PAN of the HUF and not of the Karta. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
- Applicants must apply for Allotment in dematerialised form and must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchange by SCSBs, the Members of the Syndicate at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- The minimum number of Applications and minimum application size shall be specified in the Shelf Prospectus and this Tranche II Prospectus. Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
- Applications must be for a minimum of 10 (Ten) NCDs and in multiples of 1 NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 (Ten) NCDs, an Applicant may choose to apply for 10 (Ten) NCDs or more in a single Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- No separate receipts will be issued for the money payable on the submission of the Application Form. However, the Lead Manager, Consortium Member, Trading Members of the Stock Exchange or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Lead Manager, Consortium Member, Trading Member of the Stock Exchange or the Designated Branch of the SCSBs, as the case may be.
- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be.
- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form and submit the same. Applicant without PAN is liable to be rejected, irrespective of the amount.
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form.
- ASBA will be the default "Mode of Application" as per the SEBI Operational Circular.

- Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected.
- Applicants must provide details of valid and active DP ID, UPI ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, UPI ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchange by SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs. If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the Application Form. Not more than five Applications can be made from one single ASBA Account
- For Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchange on the prescribed Application Form. SCSBs may provide the electronic mode for making Application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for Application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchange, Designated Intermediaries and/or Designated Branch of the SCSB. Application Forms which do not bear the stamp will be rejected.
- Applicant should correctly mention the ASBA Account number and UPI ID in case applying through UPI Mechanism and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and ensure that the signature in the Application Form matches with the signature in the Applicant's bank records.

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Lead Manager, Consortium Member, Trading Member of the Stock Exchange in the data entries as such data entries will be considered for allotment.

**Applicants should note that neither the Designated Intermediaries nor SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

Our Company would allot the series of NCDs, as specified in the relevant Tranche Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.

## **B. Applicant's Beneficiary Account and Bank Account Details**

**ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE NCDs SHOULD MENTION THEIR DP ID, UPI ID (IN CASE APPLYING THROUGH UPI MECHANISM), CLIENT ID AND PAN IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, UPI ID, CLIENT ID AND PAN GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, UPI ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.**

Applicants applying for Allotment in dematerialized form must mention their DP ID, Client ID, PAN and UPI ID (in case applying through UPI Mechanism) in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form for Allotment in dematerialized form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form for Allotment in dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchange, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, bank account details for printing on refund orders/sending refunds through electronic mode, Magnetic Ink Character Recognition (“MICR”) Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, NACH, NEFT and RTGS), if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in dispatch/credit of refunds to Applicants and delivery of Allotment Advice at the Applicants’ sole risk, and neither our Company, the Lead Manager, Trading Members of the Stock Exchange, Public Issue Account Bank(s), SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same.

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchange by the Consortium Members or the Designated Intermediaries, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected and our Company, the Consortium Members and the other Designated Intermediaries shall not be liable for losses, if any.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders, or for refunds through electronic transfer of funds, as applicable. Allotment Advice and physical refund orders (as applicable) would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. **Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Lead Manager, Trading Members of the Stock Exchange, Public Issue Account Banks, SCSBs, Registrar to the Issue nor the Stock Exchange shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.** In case of refunds through electronic modes as detailed in the relevant Tranche Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of refund orders/ Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used. By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to the Issue will be made into the accounts of such Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.

*Applicants should note that the NCDs will be allotted to all successful Applicants only in dematerialized form. The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN and UPI ID (for retail individual investor Applicants bidding using the UPI mechanism), shall be treated as incomplete and will be rejected.*

### **C. Permanent Account Number (PAN)**

The Applicant should mention his or her Permanent Account Number (PAN) allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of

transaction. Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN field i.e. either Sikkim category or exempt category.

#### **D. Joint Applications**

Applications can be made in joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to first named in the Application whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form

#### **E. Additional/ Multiple Applications**

An Applicant is allowed to make one or more Applications for the NCDs, for the same or other Options of NCDs, subject to a minimum application size of ₹10,000 and in multiples of ₹1,000 thereafter as specified in the relevant Tranche Prospectus. Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected. However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹1,000,000 shall be deemed such individual Applicant to be a HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the basis of allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN of the sole or the first Applicant is one and the same.

#### **F. Unified Payments Interface (UPI)**

Pursuant to the SEBI Operational Circular, the UPI Mechanism is an applicable payment mechanism for public debt issues (in addition to the mechanism of blocking funds maintained with SCSBs under ASBA) for applications by retail individual bidders through Designated Intermediaries. All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI. The Company will be required to appoint one SCSB as a Sponsor Bank to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to facilitate the collection of requests and/or payment instructions of the investors.

##### **Process for investor application submitted with UPI as mode of payment**

- a. Before submission of the application with the intermediary, the investor would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- b. An investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the Stock Exchange App/ Web interfaces, or any other methods as may be permitted.
- c. The intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platforms using appropriate protocols.
- d. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of investor with the depository.
- e. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to the Stock Exchange(s) which would be shared by the Stock Exchange(s) with the Designated Intermediaries through its platform, for corrections, if any.
- f. Once the bid details are uploaded on the Stock Exchange(s) platforms, the Stock Exchange(s) shall send an SMS to the investor regarding submission of his / her application, at the end of day, during the bidding period. For

- the last day of bidding, the SMS may be sent the next working day.
- g. Post undertaking validation with the Depository, the Stock Exchange(s) shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the Company.
  - h. The Sponsor Bank shall initiate a mandate request on the investor i.e. request the investor to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.
  - i. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / mobile app, associated with the UPI ID linked bank account.
  - j. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the public issue bid details submitted by investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorise the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the Issue.
  - k. An investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the Stock Exchange platforms except for the last day of the Tranche II Issue Period or any other modified closure date of the Tranche II Issue Period in which case, he / she is required to accept the UPI mandate latest by 362 5 pm the next working day.
  - l. An investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
  - m. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 day till 1 PM.
  - n. The facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.
  - o. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
  - p. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange(s). The block request status would also be displayed on the Stock Exchange(s) platforms for information of the intermediary.
  - q. The information received from Sponsor Bank, would be shared by the Stock Exchange(s) with the RTA in the form of a file for the purpose of reconciliation.
  - r. Post Issue closure, the Stock Exchange(s) shall share the bid details with the RTA. Further, the Stock Exchange(s) shall also provide the RTA, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.
  - s. The allotment of debt securities shall be done as SEBI Operational Circular.
  - t. The RTA, based on information of bidding and blocking received from the Stock Exchange, shall undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.
  - u. Upon approval of the basis of allotment, the RTA shall share the 'debit' file with Sponsor bank (through Stock Exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the investor's account. The Sponsor Bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit / collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the public issue account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.
  - v. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.
  - w. Thereafter, Stock Exchanges will issue the listing and trading approval. Further, in accordance with the Operational Instructions and Guidelines for Making Application for Public Issue of Debt Securities through BSE Direct issued by BSE on December 28, 2020 the investor shall also be responsible for the following:
    - i. Investor shall check the Issue details before placing desired bids;
    - ii. Investor shall check and understand the UPI mandate acceptance and block of funds process before placing the bid;
    - iii. The receipt of the SMS for mandate acceptance is dependent upon the system response/ integration of UPI on Debt Public Issue System;
    - iv. Investor shall accept the UPI Mandate Requests within the stipulated timeline;
    - v. Investor shall note that the transaction will be treated as completed only after the acceptance of mandates by the investor by way of authorising the transaction by entering their UPI pin and successfully blocking funds through the ASBA process by the investor's bank;
    - vi. Investor shall check the status of their bid with respect to the mandate acceptance and blocking of funds for the completion of the transaction; and



- vii. In case the investor does not accept the mandate within stipulated timelines, in such case their bid will not be considered for allocation.
- x. Further, in accordance with circular issued by National Stock Exchange of India Limited for Introduction of Unified Payment Interface (UPI) for Debt IPO through NSE goBID on January 05, 2021 the investor shall also be responsible for the following:
  - i. After successful registration & log-in, the investors shall view and check the active Debt IPO's available from IPO dashboard.
  - ii. Investors shall check the issue/series details. Existing registered users of NSE goBID shall also be able to access once they accept the updated terms and condition.
  - iii. After successfully bidding on the platform, investors shall check the NSE goBID app/psp/sms for receipt of mandate & take necessary action.
  - iv. UPI mandate can be accepted latest by 5 pm on the third working day from the day of bidding on the Stock Exchange platforms except for the last day of the Tranche II Issue Period or any other modified closure date of the Tranche II Issue Period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next working day.
  - v. For UPI bid the facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.
  - vi. Investors can use the re-initiation/ resending facility only once in case of any issue in receipt/acceptance of mandate.
- y. The Investors are advised to read the operational guidelines mentioned for Making Application for Public Issue of Debt Securities through BSE Direct issued by BSE on December 28, 2020 and the circular issued by National Stock Exchange of India Limited for Introduction of Unified Payment Interface (UPI) for Debt IPO through NSE goBID on January 05, 2021 before investing through the through the app/ web interface of the Stock Exchange(s).

Kindly note, the Stock Exchange(s) shall be responsible for addressing investor grievances arising from Applications submitted online through the App based/ web interface platform of Stock Exchanges or through their Trading Members. Further, the collecting bank shall be responsible for addressing any investor grievances arising from non-confirmation of funds to the Registrar despite successful realization/blocking of funds, or any delay or operational lapse by the collecting bank in sending the Application forms to the Registrar.

### **Electronic registration of Applications**

- (a) The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. Direct Online Applications will be registered by Applicants using the online platform offered by the Stock Exchange. The Lead Manager, our Company, and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (v) Applications accepted and uploaded by Trading members of the Stock Exchange or (vi) the Applications accepted by and/or uploaded by and/or accepted but not uploaded by Consortium Member, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms. In case of apparent data entry error by the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries or Designated Branches of the SCSBs in the data entries as such data entries will be considered for allotment/rejection of Application.
- (b) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Designated Intermediaries and the SCSBs during the Issue Period. Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Issue Closing Date. On the Issue Closing Date, Designated Intermediaries and Designated Branches of SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Syndicate Members and the other Designated Intermediaries on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Issue programme, please see "*Terms of the Issue*" on

page 140 of this Tranche II Prospectus.

- (c) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchange, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchange, would be made available at the Application centres as provided in the Application Form during the Issue Period.
- (d) At the time of registering each Application, the Designated Intermediaries, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts and any other details that may be prescribed by the online uploading platform of the Stock Exchange.
- (e) With respect to Applications submitted directly to the SCSBs at the time of registering each Application, other than Direct Online Applications, the Designated Branches of the SCSBs shall enter the requisite details of the Applicants in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - UPI ID (if applicable)
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Application amount
- (f) With respect to Applications submitted to the Designated Intermediaries at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - UPI ID (if applicable)
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Location
  - Application amount
- (g) A system generated Acknowledgement Slip will be given to the Applicant as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the Acknowledgement Slip from the Syndicate Members or the other Designated Intermediaries, as the case may be. The registration of the Applications by the Designated Intermediaries does not guarantee that the NCDs shall be allocated/ Allotted by our Company. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind.
- (h) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Manager are cleared or approved by the Stock 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 our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Tranche II Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.
- (i) In case of apparent data entry error by the Designated Intermediaries, in entering the Application Form numbers in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid or such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange.

- (j) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for Allotment. The Designated Intermediaries shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate, Designated Intermediaries will be given up to one Working Day after the Issue Closing Date to modify/verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar to the Issue for reconciliation with the data available with the NSDL and CDSL.

### **General Instructions**

Do's and Don'ts Applicants are advised to take note of the following while filling and submitting the Application Form.

#### ***Do's***

1. Check if you are eligible to apply as per the terms of the relevant Tranche Prospectus and applicable law;
2. Read all the instructions carefully and complete the Application Form in the prescribed form;
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue;
4. Ensure that the DP ID and Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated. The requirement for providing Depository Participant details shall be mandatory for all Applicants;
5. Ensure that you have mentioned the correct ASBA Account number (i.e., bank account number or UPI ID, as applicable) in the Application Form;
6. Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Intermediaries, as the case may be;
8. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Bidding Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediaries/Designated branch of the SCSB as the case may be;
9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchange as per the procedures and requirements prescribed by each relevant Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes;
12. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
14. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange, match with the DP ID, Client ID and PAN available in the Depository database;

15. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN of the HUF should be mentioned in the Application Form and not that of the Karta;
16. Ensure that the Applications are submitted to the Lead Manager, Consortium Member, Trading Members of the Stock Exchange or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please see the section titled "*Issue Related Information- Terms of the Issue*" on page 140 of this Tranche II Prospectus;
17. Ensure that the Demographic Details including PAN are updated, true and correct in all respects;
18. Ensure that you have correctly signed the authorisation /undertaking box in the Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form, as the case may be, at the time of submission of the Bid. In case of Retail Individual Investor submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
19. Permanent Account Number: Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
20. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;
21. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and
22. Tick the series of NCDs in the Application Form that you wish to apply for.
23. Check if you are eligible to Apply under ASBA;
24. Retail individual investors using the UPI Mechanism to ensure that they submit bids upto the application value of ₹ 500,000;
25. Investor using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form;
26. Investors bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue and submit the application with any of the intermediaries or through the Stock Exchange' App/ Web interface
27. Ensure that you give the correct details of your ASBA Account including bank account number/ bank name and branch;
28. In case of Retail Individual Investor submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
29. Retail Individual Investors submitting Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40)

30. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;

In terms of SEBI Operational Circular, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

SEBI Operational Circular stipulates the time between closure of the Issue and listing at six Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.

**Don'ts:**

1. Do not apply for lower than the minimum application size;
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest;
3. Do not send Application Forms by post; instead submit the same to the Consortium Member, sub-consortium member/sub brokers, Trading Members of the Stock Exchange or Designated Branches of the SCSBs, as the case may be;
4. Do not submit the Application Form to any non-SCSB bank or our Company;
5. Do not submit an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be;
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
8. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
13. Do not submit Application Forms to a Designated Intermediary at a location other than Collection Centers;
14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
15. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by Persons Resident Outside India, NRI (*inter-alia* including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA); and
16. Do not make an application of the NCD on multiple copies taken of a single form.
17. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted under the ASBA process;
18. Do not send your physical Application Form by post. Instead submit the same to a Designated Branch or the Lead

Manager or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities; and

19. Do not submit more than five Application Forms per ASBA Account.
20. If you are a Retail Individual Investor who is submitting the ASBA Application with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third-party linked bank account UPI ID;
21. Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/or mobile applications which are not mentioned in the list provided in the SEBI;
22. Do not submit a bid using UPI ID, if you are not a Retail Individual Investor and if the Application is for an amount more than ₹ 5,00,000;

**Kindly note that Applications submitted to the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Designated Intermediaries to deposit such Application Forms. (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).**

#### **SUBMISSION OF COMPLETED APPLICATION FORMS**

<b>Mode of Submission of Application Forms</b>	<b>To whom the Application Form has to be submitted</b>
ASBA Applications	<ol style="list-style-type: none"><li>(i) If using physical Application Form, (a) to the Members of the Consortium or Trading Members of the Stock Exchanges only at the Specified Cities ("Syndicate ASBA"), or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or</li><li>(ii) If using electronic Application Form, to the SCSBs, electronically through internet banking facility, if available. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges.</li></ol>

No separate receipts will be issued for the Application Amount payable on submission of Application Form. However, the Members of the Consortium/ Trading Members of Stock Exchanges will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants a TRS which will serve as a duplicate Application Form for the records of the Applicant.

#### **OTHER INSTRUCTIONS**

##### **Depository Arrangements**

Our Company has made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialised form. In this context:

1. Tripartite Agreements dated December 8, 2020 between us, the Registrar to the Issue and CDSL for offering depository option to the Applicants.
2. Tripartite Agreements dated December 17, 2020 between us, the Registrar to the Issue and NSDL for offering depository option to the Applicants.
3. An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
4. The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
5. NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.

6. Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to the Issue.
7. It may be noted that NCDs in electronic form can be traded only on Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange have connectivity with NSDL and CDSL.
8. Interest or other benefits with respect to the NCDs held in dematerialised form would be paid to those NCD holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.
9. The trading of the NCDs on the floor of the Stock Exchange shall be in dematerialized form in multiples of One NCD only.

Allottees will have the option to rematerialise the NCDs Allotted under the Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

For further information relating to Applications for Allotment of the NCDs in dematerialised form, please see the section titled “*Issue Procedure*” on page 159 of this Tranche II Prospectus.

### **Communications**

All future communications in connection with Applications made in the Tranche II Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the Applicant and its Application.

Applicants can contact our Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue related problems and/or Post-Issue related problems such as non-receipt of Allotment Advice non-credit of NCDs in depository’s beneficiary account/ etc. Please note that Applicants who have applied for the NCDs through Designated Intermediaries should contact the Stock Exchange in case of any Post-Issue related problems, such as non-receipt of Allotment Advice / non-credit of NCDs in depository’s beneficiary account/ etc.

Grievances relating to Direct Online Applications may be addressed to the Registrar to the Issue, with a copy to the relevant Stock Exchange.

### **Interest in case of Delay**

Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refunds, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

### **Undertaking by our Company**

- (a) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;
- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;
- (e) Undertaking by our Company for execution of Debenture Trust Deed. Further, as per Regulation 18 of SEBI NCS Regulations, in the event our Company fails to execute the Debenture Trust Deeds within a timeline specified under Regulation 18 of SEBI NCS Regulations, our Company shall pay interest of at least 2% p.a. over and above the

agreed coupon rate, to each NCD Holder, till the execution of the Debenture Trust Deed;

- (f) we shall utilize the Issue proceeds only upon creation of security as stated in this Tranche II Prospectus in the section titled “*Terms of the Issue*” on page 140 of this Tranche II Prospectus and after (a) permissions or consents for creation of pari passu charge have been obtained from the creditors who have pari passu charge over the assets sought to be provided as Security; (b) receipt of the minimum subscription of 75% of the Base Issue amount; (c) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (d) creation of security and confirmation of the same in terms of NCDs and (e) receipt of listing and trading approval from the Stock Exchange;
- (g) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property, dealing of equity of listed companies or lending/investment in group companies;
- (h) The allotment letter shall be issued, or application money shall be unblocked within 15 days from the closure of the Issue or such lesser time as may be specified by SEBI, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;
- (i) Application money shall be unblocked within six Working Days from the closure of this Issue or such lesser time as may be specified by SEBI, or else the Application money shall be refunded to the Applicants in accordance with applicable law, failing which interest shall be due to be paid to the Applicants for the delayed period, if applicable in accordance with applicable law.

Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Tranche II Prospectus has not been recommended or approved by any regulatory authority in India, including any registrar of companies, stock exchange or SEBI nor does SEBI guarantee the accuracy or adequacy of this Tranche II Prospectus. Specific attention of investors is invited to the section ‘*Risk Factors*’ on page 18 of the Shelf Prospectus and page 54 of this Tranche II Prospectus.

Our Company has no side letter with any NCD holder. Any covenants later added shall be disclosed on the stock exchanges website where the NCDs are listed.

#### *Other Undertakings by our Company*

Our Company undertakes that:

- (a) Complaints received in respect of the Tranche II Issue (except for complaints in relation to Applications submitted to Designated Intermediaries) will be attended to by our Company expeditiously and satisfactorily.
- (b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding.
- (c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within six Working Days of the Tranche II Issue Closing Date.
- (d) Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue.
- (e) Our Company will forward details of utilisation of the proceeds of the Tranche II Issue, duly certified by the Current Statutory Auditor, to the Debenture Trustee, as per the specified timelines.
- (f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Tranche II Issue as contained in this Tranche II Prospectus.
- (g) We shall make necessary disclosures/reporting under any other legal or regulatory requirement as may be required by our Company from time to time.
- (h) We undertake that the assets on which charge is created, are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permission or consent to create a second or pari-passu charge on the assets of the issuer has been obtained from the earlier creditor/ debenture trustees.



- (i) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report and website.
- (j) We shall create a recovery expense fund in the manner as maybe specified by SEBI from time to time and shall inform the Debenture Trustee about the same.
- (k) The allotment of NCDs will be done on a first come, first serve basis. On the successful allotment of the NCDs, the issue proceeds will be released to the issuer to use in pursuance of the objects specified in this Tranche II Prospectus.

### **Rejection of Applications**

As set out below or if all required information is not provided or the Application Form is incomplete in any respect, the Board of Directors and/or any committee of our Company reserves it's full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

*Application may be rejected on one or more technical grounds, including but not restricted to:*

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;
- Applications not being signed by the sole/joint Applicant(s);
- Applications not made through the ASBA facility;
- Number of NCDs applied for or Applications for an amount being less than the minimum Application size;
- Applications submitted without blocking of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- Investor Category in the Application Form not being ticked;
- Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum application size;
- ASBA Bank account details to block Application Amount not provided in the Application Form;
- Applications where a registered address in India is not provided for the Applicant;
- In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partners(s);
- Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian when PAN of the Applicant is not mentioned;
- DP ID and Client ID not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications by OCBs;
- Applications for an amount below the minimum application size;
- Submission of more than five ASBA Forms per ASBA Account;
- Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;

- Applications accompanied by Stock invest/ cheque/ money order/ postal order/ cash;
- Signature of sole Applicant missing or, in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);
- Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.
- Application Forms not being signed by the ASBA Account holder if the account holder is different from the Applicant.
- If the signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB Bank's records where the ASBA Account mentioned in the Application Form is maintained;
- Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediaries, as the case may be;
- ASBA Applications not having details of the ASBA Account to be blocked;
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- If an authorization to the SCSB or Sponsor Bank for blocking funds in the ASBA Account or acceptance of UPI Mandate Request raised has not been provided;
- The UPI Mandate Request is not approved by the Retail Individual Investor;
- SCSB making an ASBA application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
- Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- Authorization to the SCSB for blocking funds in the ASBA Account not provided or acceptance of UPI Mandate Request raised has not been provided;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- Applications by any person outside India;
- Applications by other persons who are not eligible to apply for NCDs under the Tranche II Issue under applicable Indian or foreign statutory/regulatory requirements;
- Applications not uploaded on the online platform of the Stock Exchange;
- Applications uploaded after the expiry of the allocated time on the Tranche II Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Tranche II Prospectus;
- Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;
- Applications providing an inoperative demat account number;
- ASBA Applications submitted to the Designated Intermediaries, at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and Applications submitted directly to the Banker to the Issue (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;

- Category not ticked;
- Forms not uploaded on the electronic software of the Stock Exchange;
- In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and this Tranche II Prospectus and as per the instructions in the Application Form;
- UPI Mandate Request is not approved by Retail Individual Investors.

**Kindly note that ASBA Applications submitted to the Lead Manager, or Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Lead Manager, or Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).**

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please see below “*Issue Procedure-Information for Applicants*”.

### **Information for Applicants**

In case of ASBA Applications submitted to the SCSBs, in terms of the SEBI circular CIR/CFD/DIL/3/2010 dated April 22, 2010, the Registrar to the Issue will reconcile the compiled data received from the Stock Exchange and all SCSBs and match the same with the Depository database for correctness of DP ID, Client ID and PAN. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Manager and the Registrar to the Issue, reserves the right to proceed as per the Depository records for such ASBA Applications or treat such ASBA Applications as rejected.

In case of Applicants submitted to the Lead Manager, Consortium Members and Trading Members of the Stock Exchange at the Specified Cities, the basis of allotment will be based on the Registrar’s validation of the electronic details with the Depository records, and the complete reconciliation of the final certificates received from the SCSBs with the electronic details in terms of the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Manager and the Registrar to the Issue, reserves the right to proceed as per the Depository records or treat such ASBA Application as rejected.

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

In case of Applications for a higher number of NCDs than specified for that category of Applicant, only the maximum amount permissible for such category of Applicant will be considered for Allotment.

### **Mode of making refunds**

The Registrar to the Issue shall instruct the relevant SCSB or in case of Bids by Retail Individual Investors applying through the UPI Mechanism to the Sponsor Bank, to revoke the mandate and to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of the Tranche II Issue Closing Date.

Our Company and the Registrar to the Issue shall credit the allotted NCDs to the respective beneficiary accounts/ dispatch the Letters of Allotment or letters of regret by registered post/speed post at the Applicant’s sole risk, within six Working Days from the Tranche II Issue Closing Date. We may enter into an arrangement with one or more banks in one or more cities for refund to the account of the applicants through Direct Credit/RTGS/NEFT/NACH.

Further,

- (a) Allotment of NCDs in this Issue shall be made within the time period stipulated by SEBI;

- (b) Credit to dematerialised accounts will be given within one Working Day from the Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund effected within five Working days from the Issue Closing Date, for the delay beyond five Working days; and
- (d) Our Company will provide adequate funds to the Registrar to the Issue for this purpose.

### Retention of oversubscription

Our Company shall have an option to retain over-subscription up to the Tranche II Issue limit

### Basis of Allotment

The Registrar will aggregate the Applications, based on the applications received through an electronic book from the Stock Exchange and determine the valid Application for the purpose of drawing the valid Applications for the purpose of drawing the basis of allocation.

### Grouping of Applications and allocation ratio

For the purposes of the basis of allotment:

- A. Applications received from Category I Applicants: Applications received from Applicants belonging to Category I shall be grouped together, (“**Institutional Portion**”);
- B. Applications received from Category II Applicants: Applications received from Applicants belonging to Category II, shall be grouped together, (“**Non-Institutional Portion**”).
- C. Applications received from Category III Applicants: Applications received from Applicants belonging to Category III shall be grouped together, (“**High Net-worth Individual Category Portion**”).
- D. Applications received from Category IV Applicants: Applications received from Applicants belonging to Category IV shall be grouped together, (“**Retail Individual Category Portion**”).

For removal of doubt, the terms “Institutional Portion”, “Non-Institutional Portion”, “High Net-worth Individual Category Portion” and “Retail Individual Category Portion” are individually referred to as “Portion” and collectively referred to as “Portions”.

### Allocation Ratio

<b>Institutional Portion</b>	<b>Non-Institutional Portion</b>	<b>High Net Worth Individual Investors Portion</b>	<b>Retail Individual Investors Portion</b>
10%	10%	40%	40%

#### (a) Allotments in the first instance:

- i. Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs up to 10 % of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- ii. Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated NCDs up to 10 % of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- iii. Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated NCDs up to 40 % of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange; and
- iv. Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated NCDs up to 40 % of Tranche II Issue Limit on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange.

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come

first-serve basis, based on the date of upload of each Application in to the Electronic Book with the Stock Exchange, in each Portion subject to the Allocation Ratio indicated at the section titled “*Issue Procedure – Basis of Allotment*” at page 192 of this Tranche II Prospectus.

As per the SEBI Operational Circular, the allotment in this Tranche II Issue is required to 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.

- (b) *Under Subscription:* If there is any under subscription in any Category, priority in Allotments will be given to the Retail Individual Investors Portion, High Net Worth Individual Investors Portion, and balance, if any, shall be first made to applicants of the Non-Institutional Portion, followed by the Institutional Portion on a first come first serve basis, on proportionate basis. If there is under subscription in the overall Tranche II Issue Limit due to undersubscription in each Portion, all valid Applications received till the end of last day of the Issue Closure day shall be grouped together in each Portion and full and firm Allotments will be made to all valid Applications in each Portion.
- (c) For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where NCDs uploaded into the platform of the Stock Exchanges on a particular date exceeds NCDs to be Allotted for each portion respectively.
- (d) Minimum Allotments of 1 (one) NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application to all Applicants.
- (e) *Allotments in case of oversubscription:* In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the Applicants on the date of oversubscription and thereafter (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion).

For the purpose of clarity, in case of oversubscription please see the below indicative scenarios:

In case of an oversubscription in all Portions resulting in an oversubscription in the Tranche II Issue Limit, Allotments to the maximum permissible limit, as possible, will be made on a first-come first serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription to respective Portion and proportionate allotment of NCDs to the Applicants on the date of oversubscription and thereafter in respective Portion (based on the date of upload of each Application on the electronic platform of the Stock Exchanges in each Portion).

In case there is oversubscription in Tranche II Issue Limit, however there is under subscription in one or more Portion(s) Allotments will be made in the following order:

- (i) All valid Applications in the undersubscribed Portion(s) uploaded on the electronic platform of the Stock Exchanges till the end of the last day of the Issue Period, shall receive full and firm allotment
- (ii) In case of Portion(s) that are oversubscribed, allotment shall be made to valid Applications received on a first come first serve basis, based on the date of upload of each Application in to the electronic platform of the Stock Exchanges. Priority for allocation of the remaining undersubscribed Portion(s) shall be given to day wise Applications received in the Retail Individual Investors Portion followed by High Net Worth Individual Investors Portion, next Non-Institutional Portion and lastly Institutional Portion each according to the day of upload of Applications to the Electronic Book with Stock Exchange during the Issue period.
- (f) *Proportionate Allotments: For each Portion, on the date of oversubscription and thereafter:*
  - i. Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.
  - ii. If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Tranche II Issue Limit, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference.
  - iii. In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution

referred to above, our Company will ensure that the basis of allotment is finalised by draw of lots in a fair and equitable manner.

- (g) Applicant applying for more than one Series of NCDs: If an Applicant has applied for more than one Series of NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for, the Series-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each Series, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with the Lead Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the 10 (ten) Series and in case such Applicant cannot be allotted all the 10 (ten) Series, then the Applicant would be allotted NCDs, at the discretion of the Company, the Registrar and the Lead Manager as may be decided at the time of Basis of Allotment.
- (h) Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications: The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche II Issue Closing Date.

All decisions pertaining to the basis of allotment of NCDs pursuant to the Tranche II Issue shall be taken by our Company in consultation with the Lead Manager and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Tranche II Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Manager.

Our Company would allot Series IV NCDs to all valid applications, wherein the applicants have not indicated their choice of the relevant series of the NCDs.

Applications where the Application Amount received is greater than the minimum Application Amount, and the Application Amount paid does not tally with the number of NCDs applied for may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹ 1,000.

#### **Payment of Refunds:**

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within the applicable regulatory timelines.

#### **Issuance of Allotment Advice**

Our Company shall ensure dispatch of Allotment Advice as per the Demographic Details received from the Depositories. Instructions for credit of NCDs to the beneficiary account with Depository Participants shall be made within 5 Working Days of the Tranche II Issue Closing Date

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities and approvals for the commencement of trading at the Stock Exchange where the NCDs are proposed to be listed are taken within 5 Working Days from the Tranche II Issue Closing Date.

Allotment Advices shall be issued, or Application Amount shall be unblocked within 15 (fifteen) days from the Tranche II Issue Closing Date or such lesser time as may be specified by SEBI or else the application amount shall be unblocked in the ASBA Accounts of the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent. per annum for the delayed period.

Our Company will provide adequate funds required for dispatch of Allotment Advice, as applicable, to the Registrar to the Issue.

#### **Investor Withdrawals and Pre-closure**

Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Tranche II Issue Closing Date.

Withdrawal of Applications after the Issue Period: In case an Applicant wishes to withdraw the Application after the Tranche II Issue Closing Date or early closure date, the same can be done by submitting a withdrawal request to the Registrar prior to the finalization of the Basis of Allotment but not later than 2 (two) Working days from the Tranche II Issue Closing Date or early closure date, as applicable.

*Pre-closure/ Early Closure: Our Company, in consultation with the Lead Manager reserves the right to close the Tranche II Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Issue before the Tranche II Issue Closing Date. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.*

*In the event of such early closure of this Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the relevant Issue Closing Date of the Issue, as applicable, through advertisement(s) in all those newspapers in which pre-Issue advertisement of this issue have been given.*

*Further, the Tranche II Issue may also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Issue before the Tranche II Issue Closing Date.*

*Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount has not been subscribed or received, as applicable, within the specified period, the application money received is to be unblocked/credited only to the bank account in/from which the subscription was blocked/remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or the Registrar will follow the guidelines prescribed by SEBI in this regard.*

If our Company does not receive the minimum subscription of 75% of Base Issue Size prior to the Tranche II Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 (eight) working days from the Tranche II Issue Closing Date, provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 5 (five) working days from the Tranche II Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

### **Revision of Applications**

As per the notice no: 20120831-22 dated August 31, 2012 issued by BSE, cancellation of one or more orders (series) within an Application is permitted during the Tranche II Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. However, please note that in case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Tranche II Issue Period, as allowed/permitted by the Stock Exchange, by submitting a written request to the Designated Intermediary, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Tranche II Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries will be given up to one Working Day after the Tranche II Issue Closing Date (till 1:00 PM) to modify/ verify certain selected fields uploaded in the online system during the Tranche II Issue Period, after which the data will be sent to the Registrar to the Issue for reconciliation with the data available with the NSDL and CDSL.

## **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected on Working Days at the Registered Office of our Company situated at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098, Maharashtra, India between 10 am to 5 pm on any Working Days from the date of the filing of this Tranche II Prospectus with Stock Exchange.

### **MATERIAL CONTRACTS**

1. Issue Agreement dated December 12, 2022, between our Company and the Lead Manager, including the amendment to the Issue Agreement dated March 28, 2023.
2. Registrar Agreement dated December 12, 2022, between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated December 09, 2022 executed between our Company and the Debenture Trustee.
4. Agreed form of Debenture Trust Deed to be executed between our Company and the Debenture Trustee.
5. Tripartite agreement dated December 8, 2020 among our Company, the Registrar to the Issuer and CDSL.
6. Tripartite agreement dated December 17, 2020 among our Company, the Registrar to the Issuer and NSDL.
7. Public Issue Account and Sponsor Bank Agreement dated March 28, 2023 between our Company, the Lead Manager, Registrar to the Issue and ICICI Bank Limited.
8. Consortium Agreement dated March 28, 2023 among our Company, Lead Manager and Consortium Members.

### **MATERIAL DOCUMENTS**

1. Memorandum and Articles of Association of our Company, as amended to date.
2. Certificate of Incorporation of our Company dated November 21, 1995 issued by the RoC.
3. Certificate of commencement of business dated January 16, 1996 issued by the RoC.
4. Fresh certificate of incorporation dated August 1, 2011 issued by the RoC.
5. Share Subscription Agreement dated November 12, 2019 between our Company, Sanaka Growth SPV I Limited and Edelweiss Securities Limited.
6. Shareholders Agreement dated November 12, 2019 between our Company, Sanaka Growth SPV I Limited and Edelweiss Securities Limited.
7. Share Subscription Agreement dated August 14, 2019 between our Company, Kora Master Fund LP and Edelweiss Securities Limited.
8. Shareholders Agreement dated August 14, 2019 between our Company, Kora Master Fund LP and Edelweiss Securities Limited.
9. Share Purchase Agreement dated May 19, 2021 between our Company, PAGAC Ecstasy Pte Ltd and Edelweiss Securities Limited.
10. Amended and Restated Share Purchase Agreement dated October 19, 2020 between our Company, ECAP Equities Limited and Edelweiss Global Wealth Management Limited.
11. Amended and Restated Securities Subscription Agreement dated October 19, 2020 between our Company, Edelweiss Global Wealth Management Limited, PAGAC Ecstasy Pte Ltd, Asia Pragati Strategic Investment Fund



and Edelweiss Securities Limited read with amendment agreement dated March 19, 2021.

12. Amended and Restated Investment Agreement dated March 18, 2021 between our Company, Edelweiss Global Wealth Management Limited, PAGAC Ecstasy Pte Ltd, Asia Pragati Strategic Investment Fund and Edelweiss Securities Limited.
13. Amended and Restated Implementation Agreement dated March 18, 2021 entered between our Company, Edelweiss Global Wealth Management Limited, PAGAC Ecstasy Pte Ltd, Asia Pragati Strategic Investment Fund, Edelweiss Securities Limited, Edelweiss Custodial Services Limited, Edelweiss Alternative Asset Advisors Limited and ECAP Equities Limited.
14. Amended and Restated Shareholders' Agreement dated March 18, 2021 entered between our Company, Edelweiss Global Wealth Management Limited, PAGAC Ecstasy Pte Ltd and Edelweiss Securities Limited.
15. Share Purchase Agreement dated March 12, 2021 between PAGAC Ecstasy I LLC, Kora Investments I LLC ("Seller") and Edelweiss Securities Limited.
16. Share Purchase Agreement dated March 17, 2021 between PAGC Ecstasy I LLC, Sanaka Growth SPV I Limited and Edelweiss Securities Limited.
17. Transition Services Agreement dated March 19, 2021 executed between our Company and Edelweiss Securities Limited.
18. Brand License Agreement dated March 19, 2021 between our Company and Edelweiss Securities Limited.
19. Share Purchase Agreement dated March 17, 2021 between Edelweiss Securities Limited, our Company and Edelweiss Capital Services Limited.
20. Shareholders' Agreement dated March 17, 2021 between Edelweiss Securities Limited, Edelweiss Capital Services Limited and our Company.
21. Share Purchase Agreement dated July 1, 2021 between our Company, Arthur J. Gallagher & Co and Edelweiss Gallagher Insurance Brokers Limited.
22. Amendment Agreement dated March 9, 2023 to the Amended and Restated Shareholders' Agreement dated March 18, 2021 between our Company, Edelweiss Global Wealth Management Limited, PAGAC Ecstasy Pte Ltd and Nuvama Wealth Management Limited (formerly Edelweiss Securities Limited)
23. Copy of shareholders' resolution passed by way of postal ballot on September 10, 2014 under Section 180(1)(c) of the Companies Act, 2013 on overall borrowing limits of the Board of Directors of our Company.
24. Copy of the resolution passed by the Board of Directors dated November 9, 2022 approving the issue of NCDs.
25. Copy of the resolution passed by the Debenture Fund Raising Committee at its meeting held on December 12, 2022 approving the Draft Shelf Prospectus.
26. Copy of the resolution passed by the Debenture Fund Raising Committee at its meeting held on December 27, 2022 approving the Shelf Prospectus.
27. Copy of the resolution passed by the Debenture Fund Raising Committee at its meeting held on December 27, 2022 approving the Tranche I Prospectus.
28. Copy of the resolution passed by the Debenture Fund Raising Committee at its meeting held on March 31, 2023 approving this Tranche II Prospectus.
29. Letter dated December 02, 2022, by CRISIL Ratings Limited assigning a rating of "CRISIL AA-/Negative (pronounced as CRISIL double A minus rating with Negative outlook)" for the Issue, revalidated by rating letter dated February 06, 2023, along with rating rationale dated December 01, 2022.
30. Letter dated December 07, 2022, by Acuité Ratings and Research Limited assigning a rating of "ACUITE AA-/Negative (pronounced as ACUITE double A minus)" for the Issue, revalidated by rating letter dated February 13,

2023, along with rating rationale dated December 07, 2022.

31. Consents of the Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary and Compliance Officer, Lead Manager, Legal Advisor to the Issue, Credit Rating Agencies, Registrar to the Issue, Bankers to the Company, Public Issue Account Bank, Refund Bank and Sponsor Bank, Consortium Members to the Issue and the Debenture Trustee for the NCDs, to include their names in this Tranche II Prospectus, in their respective capacities and the NOCs received from Lenders to our Company in relation to the Issue.
32. Consent of CARE Advisory Research & Training Limited dated December 12, 2022 as the agency issuing the industry report titled "*Industrial Report on Financial Services*" dated December, 2022 forming part of the Industry Overview chapter.
33. Our Company has received the written consent dated March 31, 2023 from S. R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche II Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, , and in respect of their (i) the report on statement of possible tax benefits dated March 31, 2023 (ii) the limited review report dated January 31, 2023 relating to the Q3 Unaudited Consolidated Financial Results and Q3 Unaudited Standalone Financial Results for the quarter ended December 31, 2022 and year to date April 1, 2022 to December 31, 2022 included in this Tranche II Prospectus, and such consent has not been withdrawn as on the date of this Tranche II Prospectus.
34. The report on statement of possible tax benefits dated March 31, 2023.
35. Annual Report of our Company for the last three Fiscals.
36. In-principle approval from BSE by its letter no. DCS/BM/PI-BOND/017/22-23 dated December 20, 2022.
37. Due Diligence Certificate dated March 31, 2023 filed by the Lead Manager with SEBI.
38. Due Diligence certificate dated March 31, 2023 filed by the Debenture Trustee to the Issue.

## DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, have been complied with and no statement made in this Tranche II Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We hereby confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

We further certify that all the disclosures and statements made in this Tranche II Prospectus are true, accurate and correct in all material respects, are in conformity with Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Tranche II Prospectus does not contain any misstatements. No information material to the subject matter of this form has been suppressed or concealed and whatever is stated in this Tranche II Prospectus is as per the original records maintained by the Promoter(s) subscribing to the Memorandum of Association and Articles of Association. Furthermore, all the monies received under the Tranche II Issue shall be used only for the purposes and objects indicated in this Tranche II Prospectus.

Signed by the Directors of the Company

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Rashesh Shah  
*Chairman & Managing Director*  
DIN: 00008322

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Venkatchalam Ramaswamy  
*Vice Chairman & Executive Director*  
DIN: 00008509

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Himanshu Kaji  
*Executive Director*  
DIN: 00009438

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Ashok Kini  
*Independent Director*  
DIN: 00812946

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Vidya Shah  
*Non-Executive, Non-Independent Director*  
DIN: 00274831

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Biswamohan Mahapatra  
*Independent Director*  
DIN: 06990345

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Ashima Goyal  
*Independent Director*  
DIN: 00233635

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Shiva Kumar  
*Independent Director*  
DIN: 06590343

**Date:** March 31, 2023

**Place:** Mumbai

**ANNEXURE A – CRISIL RATING, RATING RATIONALE, PRESS RELEASE AND REVALIDATION  
LETTER**

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RL/EDELCAPLT/311083/NCD/0223/52197/131306409

February 06, 2023

**Ms. Ananya Suneja**  
Chief Financial Officer  
**Edelweiss Financial Services Limited**  
Edelweiss House, 11th Floor,  
Off C.S.T. Road, Kalina  
Mumbai City - 400098  
9833415417



Dear Ms. Ananya Suneja,

**Re: Review of CRISIL Rating on the Rs. 1000 Crore Non Convertible Debentures% of Edelweiss Financial Services Limited**

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

CRISIL Ratings has, after due consideration, reaffirmed its CRISIL AA-/Negative (pronounced as CRISIL double A minus rating with Negative outlook) rating to the captioned Debt instrument. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit [www.crisilratings.com](http://www.crisilratings.com) and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at [debtissue@crisil.com](mailto:debtissue@crisil.com) for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Aesha Maru  
Associate Director - CRISIL Ratings

Nivedita Shibu  
Associate Director - CRISIL Ratings



% public Issue

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

**CRISIL Ratings Limited**

(A subsidiary of CRISIL Limited)

Corporate Identity Number: U67100MH2019PLC326247

RL/EDELCAPLT/306715/NCD/1222/47757/131306409

December 02, 2022

**Ms. Siddharth Kedia**

Vice President

**Edelweiss Financial Services Limited**

Edelweiss House, 11th Floor,

Off C.S.T. Road, Kalina

Mumbai City - 400098



Dear Ms. Siddharth Kedia,

**Re: CRISIL Rating on the Rs.1000 Crore Non Convertible Debentures<sup>^</sup> of Edelweiss Financial Services Limited**

We refer to your request for a rating for the captioned Debt instrument.

CRISIL Ratings has, after due consideration, assigned a CRISIL AA-/Negative (pronounced as CRISIL double A minus rating with Negative outlook) rating to the captioned Debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

Further, in view of your decision to accept the CRISIL Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit [www.crisilratings.com](http://www.crisilratings.com) and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at [debtissue@crisil.com](mailto:debtissue@crisil.com) for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Aesha Maru

Associate Director - CRISIL Ratings

Nivedita Shibu

Associate Director - CRISIL Ratings



<sup>^</sup> public Issue

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

**CRISIL Ratings Limited**

(A subsidiary of CRISIL Limited)

Corporate Identity Number: U67100MH2019PLC326247

Details of the Rs.1000 Crore Non Convertible Debentures of  
Edelweiss Financial Services Limited

	1st tranche		2nd tranche		3rd tranche	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

*In case there is an offer document for the captioned Debt issue, please send us a copy of it.*

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

**CRISIL Ratings Limited**  
(A subsidiary of CRISIL Limited)  
Corporate Identity Number: U67100MH2019PLC326247

**Ratings**

CRISIL Ratings Limited (A subsidiary of CRISIL Limited)

**CRISIL**  
An S&P Global Company**Rating Rationale**

December 01, 2022 | Mumbai

**Edelweiss Financial Services Limited***'CRISIL AA-/Negative' assigned to Non Convertible Debentures***Rating Action**

<b>Rs.1000 Crore Non Convertible Debentures<sup>^</sup></b>	<b>CRISIL AA-/Negative (Assigned)</b>
<b>Rs.300 Crore Long Term Principal Protected Market Linked Debentures</b>	<b>CRISIL PPMLD AA- r /Negative (Reaffirmed)</b>
<b>Rs.1000 Crore Retail Bond<sup>&amp;</sup></b>	<b>CRISIL AA-/Negative (Reaffirmed)</b>
<b>Rs.1500 Crore Non Convertible Debentures</b>	<b>CRISIL AA-/Negative (Reaffirmed)</b>
<b>Rs.500 Crore Commercial Paper</b>	<b>CRISIL A1+ (Reaffirmed)</b>

&amp; public issue

<sup>^</sup> public Issue

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.

1 crore = 10 million

Refer to Annexure for Details of Instruments &amp; Bank Facilities

**Detailed Rationale**

CRISIL Ratings has assigned its '**CRISIL AA-/Negative**' rating on the Non convertible debentures of Edelweiss Financial Services Limited (EFSL; part of Edelweiss group). CRISIL Ratings has also reaffirmed the rating on the existing debt instruments of the company.

The ratings continue to reflect the adequate capitalisation of the Edelweiss group, supported by multiple rounds of capital raising; its diversified business profile, with presence across lending, asset management, asset reconstruction and insurance segments; and demonstrated ability to build competitive presence in multiple lines of businesses, which should also support improvement in earnings going ahead. The group also maintains adequate liquidity on an ongoing basis.

The continuation of the 'Negative' outlook reflects the challenges that group is facing in profitability and asset quality on account of its wholesale lending book. Although profitability has seen some improvement and the group is also taking concerted efforts to arrest asset quality stress, improvement in profitability and asset quality will be a key monitorable over the medium term.

The group has raised capital of Rs 4400 crore since 2016 by part or full stake sale in some of its businesses to marquee global investors such as Caisse de depot et placement du Quebec (CDPQ), Kora Management (Kora; a US-based investment firm), Sanaka Growth SPV I Ltd (part of Sanaka Capital), Pacific Alliance Group and Arthur Gallagher. Of this, Rs 2500 crore was raised through 61% stake sale in the wealth management business in fiscals 2020 and 2021, and Rs 400 crore from full stake sale in insurance broking business in fiscal 2022. The group plans to raise further capital through stake sales in its wealth, housing finance company and the life insurance businesses over the medium term.

Networth stood at Rs 8499 crore as on September 30, 2022 as against Rs 8,537 crore as on March 31, 2022 (Rs 8621 crore as on March 31, 2021). Gearing reduced to 2.4 times as on September 30, 2022 from 2.5 times as on March 31, 2022 (3.2 times as on March 31, 2021 and 4.3 times as on March 31, 2020). The debt reduction is on account of planned reduction in the wholesale loan book and shift towards an asset-light business model.

The group has diversified business interests in financial services domain and has demonstrated its ability to build competitive positions. Over the years, the group has significantly scaled up operations of its non-lending businesses, including the asset reconstruction company (ARC), asset management which houses mutual fund business and alternate assets businesses. The insurance businesses are in growth phase. The group has adopted an asset-light approach in the credit business and is looking at co-lending partnerships in the retail lending business; it is aiming for more than 80% of disbursements in the retail book (including housing) to be through the co-lending model. The group has been able to reduce its wholesale book through recoveries and sell-downs to alternative investment funds (AIFs) and ARCs.

Also, the group maintains adequate liquidity. The on-balance sheet liquidity (excluding Nuvama wealth; including cash, liquid investments, treasury assets and other liquidable assets) and unutilised bank lines stood at around Rs 2540 crores as on October 31, 2022. The group has raised Rs 4372 crore in fiscal 2023 till date as against Rs 8,569 crore in fiscal 2022 and Rs 7,565 crore in fiscal 2021, through bank loans, securitisation, structured non-convertible debentures (NCDs) and retail bonds.



RL/EDELCAPLT/306715/NCD/1222/47757/131306409

December 02, 2022

**Ms. Siddharth Kedia**

Vice President

**Edelweiss Financial Services Limited**

Edelweiss House, 11th Floor,

Off C.S.T. Road, Kalina

Mumbai City - 400098



Dear Ms. Siddharth Kedia,

**Re: CRISIL Rating on the Rs.1000 Crore Non Convertible Debentures<sup>^</sup> of Edelweiss Financial Services Limited**

We refer to your request for a rating for the captioned Debt instrument.

CRISIL Ratings has, after due consideration, assigned a CRISIL AA-/Negative (pronounced as CRISIL double A minus rating with Negative outlook) rating to the captioned Debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

Further, in view of your decision to accept the CRISIL Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit [www.crisilratings.com](http://www.crisilratings.com) and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at [debtissue@crisil.com](mailto:debtissue@crisil.com) for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Aesha Maru

Associate Director - CRISIL Ratings

Nivedita Shibu

Associate Director - CRISIL Ratings



<sup>^</sup> public Issue

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

**CRISIL Ratings Limited**

(A subsidiary of CRISIL Limited)

Corporate Identity Number: U67100MH2019PLC326247

Details of the Rs.1000 Crore Non Convertible Debentures of  
Edelweiss Financial Services Limited

	1st tranche		2nd tranche		3rd tranche	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

*In case there is an offer document for the captioned Debt issue, please send us a copy of it.*

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

**CRISIL Ratings Limited**  
(A subsidiary of CRISIL Limited)  
Corporate Identity Number: U67100MH2019PLC326247

As for asset quality, while further decline has been arrested, the stressed assets continue to be elevated. Overall reported gross stage III assets in the lending business stood at 944 crore (10%), ( as against Rs 930 crore (7.4%) as on March 31, 2022, and Rs 1182 crore (7.7%) as on March 31, 2021. Investments in securities receipts outstanding as on September 30, 2022, stood at Rs 5,621 crore (Rs 5,446 crore as on March 31, 2022). The group has adequate provisions on gross stage III assets, as a result, net stage III assets were lower at Rs 336 crore (4.0%), Rs 214 crore (1.7%) and Rs 627 crore (4.1%) respectively.

The wholesale book has run down to Rs 4,710 crore as on September 30, 2022, from Rs 10,130 crore as on March 31, 2020. This is driven by recoveries and sell down to AIFs and ARCs; however, the group continues to retain some credit risk on part of these exposures. Therefore, the overall stressed assets remain elevated and the group's ability to recover from these assets in a timely manner will be a key monitorable.

Decline in credit book, lower margins as well as high credit costs have impacted the overall profitability of the group. Furthermore, the insurance businesses are in the growth phase and are expected to break-even in fiscal 2026. The group reported ex-insurance profit of Rs 523 crore in fiscal 2022, as against Rs 552 crore in fiscal 2021 and an ex-insurance loss of Rs 705 crore in fiscal 2020. The net profit of the group was Rs 212 crore in fiscal 2022 as against Rs 254 crore and loss of Rs 2045 crore in fiscal 2021 and fiscal 2020. These include capital gains of Rs 306 crore and Rs 1406 crore in FY22 and FY21 respectively. For 1HFY23, the group reported ex insurance PAT of Rs 236 crore and overall PAT of Rs 112 crore.

Improvement in asset quality and profitability coupled with recoveries from wholesale exposure will be key rating monitorables.

### **Analytical Approach**

CRISIL Ratings has combined the business and financial risk profiles of EFSL and its subsidiaries (excluding entities engaged in the wealth business). This is because these entities, collectively referred to as the Edelweiss group, have significant operational, financial and managerial linkages, and operate under a common brand, Edelweiss.

CRISIL Ratings has not consolidated entities in the wealth management business with the Edelweiss group because of the group's reduced shareholding, change in branding to Nuvama and fewer synergies.

*Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation.*

### **Key Rating Drivers & Detailed Description**

#### **Strengths:**

- **Adequate capitalisation, supported by multiple capital raises**

The Edelweiss group has demonstrated its ability to raise capital from global investors across businesses, despite the tough macroeconomic environment. The group has raised Rs 4,400 crore since 2016 across lending, wealth management and asset management businesses. This has helped maintain the capital position, despite elevated credit cost and absorb the asset-side risks. The group's networth stood at Rs 8,499 crore as on September 30, 2022 (Rs 8,537 crore as on March 31, 2022).

Furthermore, gearing reduced to 2.6 times as on March 31, 2022, as against 3.2 times and 4.3 times as on March 31, 2021, and March 2020, respectively. The gearing stood at 2.4 times as on September 30, 2022. This is driven by the adoption of asset-light model, wherein the credit business operates through the co-lending model, and increased focus on fee-based businesses such as mutual funds and alternate assets.

The group's capitalisation position will remain supported by the asset-light model and increased focus on fee-based businesses. Also, it has the flexibility to raise capital through dilution of stake in group entities.

- **Diversified financial services player, with demonstrated ability to build significant competitive position**

The Edelweiss group is a diversified financial services player, with presence in four verticals i.e.; credit (wholesale and retail), insurance (life and general), asset management, and asset reconstruction. The group has attained competitive positions in the alternate asset business and asset reconstruction and is focusing on building market position in other businesses too, which should lend greater stability to earnings over a period of time.

The asset management business comprises mutual fund and alternate asset businesses. The group is a leading player in the alternate asset segment and its mutual fund assets under management (AUM) has been growing steadily. The asset management AUM has grown more than 3 times to Rs 1,32,000 crore as on September 30, 2022, as against Rs 37,100 crore as on March 31, 2019. Mutual fund AUM stood at Rs 92,000 crore and alternate asset AUM at Rs 40,000 crore as on September 30, 2022.

In the distressed assets segment, Edelweiss ARC is the largest ARC in India, with total securities receipts managed at Rs 38,000 crore as on September 30, 2022 (vis-à-vis Rs 40,200 crore as on March 31, 2022). From being largely corporate focused, the group has, in the recent past, started focusing on retail and micro, small and medium enterprises (MSME) segments. The share of retail is expected to grow, over the medium term, from 14% as on September 30, 2022.

In the lending business, while the wholesale book is under run down, the group is focusing on growth in retail through the asset-light model. The group has entered into agreements with various co-lending partners, which are large domestic and foreign banks, for both the priority and non-priority sector portfolios. Going forward, the group targets over 80% of its disbursements through the co-lending route. The key product offerings in retail credit book would be mortgage and MSME loans. Furthermore, the life and general insurance businesses are gaining scale and are expected to break even over the medium term.

**Weaknesses:**

- **Asset quality remains vulnerable**

The overall gross stage III assets in the lending business stood at Rs 944 crore (10%) as on September 30, 2022 as against Rs 930 crore (7.4%) as on March 31, 2022, and Rs 1,182 crore (7.7%) as on March 31, 2021. Of the gross stage III assets, Rs 709 crore as on June 30, 2022, 748 crore and Rs 866 crore, respectively, are from wholesale credit book. The group's investments in securities receipts outstanding as on September 30, 2022 was Rs 5,621 crore (Rs 5,446 crore as March 31, 2022).

The retail book asset quality saw an uptick as on March 31, 2021, with gross stage III assets increasing to Rs 316 crore (Rs 134 crore a year earlier), however, supported by recoveries and write offs, the retail stage III assets reduced to Rs 186 crore and Rs 165 crore as on March 31, 2022 and June 30, 2022 respectively.

The group is carrying adequate provisions on gross stage III assets, as a result, the net stage III assets is lower at Rs 336 crore (4%), Rs 214 crore (1.7%) and Rs 627 crore (4.1%) respectively.

The wholesale credit book remains vulnerable owing to exposure to the real estate segment and stressed mid-tier borrowers in structured credit. This book has substantially run down to Rs 4,710 crore as on September 30, 2022, from Rs 10,130 crore as on March 2020; supported by recoveries and sell down to AIFs and ARCs; however, the group continues to retain some credit risk on part of these exposures. Therefore, ability to recover from these assets in a timely manner will be a key monitorable. Furthermore, the loan book remains concentrated with 10 largest loans constituting ~45% of the wholesale portfolio as on September 30, 2022. Nevertheless, the group has reasonable collateral cover for its wholesale loans.

Any sharp weakening of asset quality, specifically in the wholesale lending book, will impact profitability as well as capitalisation and remains a key rating monitorable.

- **Low profitability**

Edelweiss Group's profitability has been lower compared to other large, financial sector groups. However, most of the businesses have been reporting profit from the last quarter of fiscal 2021.

The group reported ex insurance profit of Rs 523 crore in fiscal 2022 as against Rs 552 crore in fiscal 2021 and an ex-insurance loss of Rs 705 crore in fiscal 2020.

Also, the group's profitability remains subdued owing to the lower net interest margin (NIM) and substantial credit cost in lending business. The net profit of the group was Rs 212 crore in fiscal 2022 as against Rs 254 crore and loss of Rs 2,045 crore in fiscal 2021 and fiscal 2020, respectively. These include capital gains of Rs 306 crore and Rs 1,406 crore in in fiscals 2022 and 2021, respectively. Further, the insurance businesses are expected to breakeven in fiscal 2026. The group reported ex insurance profit of Rs 133 crore and consolidated net profit of Rs 67 crore in first half of fiscal 2023.

With the asset-light model, the borrowing requirement and resultant cost are likely to reduce. Also, credit cost normalised to 0.2% in fiscal 2022 from 8.2% and 10.7% in fiscals 2021 and 2020, respectively.

Asset management, asset reconstruction and credit are key to driving the group's overall profitability. The group aims at increasing the fee-paying AUM in asset management business, which would enhance the overall revenues and thereby profitability. Asset reconstruction business is expected to continue to provide a regular income stream. However, in the credit business, ability to scale-up retail lending and recover from wholesale book as well as breakeven in the insurance businesses, will be a monitorable.

**Liquidity: Adequate**

As a policy, the group maintains liquidity cushion of 9-10% of the balance sheet. As on October 30, 2022, the group had on-balance sheet liquidity (excluding Nuvama wealth; including cash, liquid investments, treasury assets and other liquidable assets) and unutilised bank lines of Rs 2540 crore. This is sufficient to cover the debt maturing over the next three to four months.

**ESG:**

CRISIL Ratings believes that EFSL's Environment, Social, and Governance (ESG) profile supports its credit risk profile.

The ESG profile of financial institutions typically factors in governance as a key differentiator between them. The sector has reasonable social impact because of its substantial employee and customer base, and it can play a key role in promoting financial inclusion. While the sector does not have a direct adverse environmental impact, the lending decisions may have a bearing on environment and other sustainability related factors.

EFSL group has an evolving focus on strengthening various aspects of its ESG profile.

**EFSL group's key ESG highlights:**

- The group has an ESG Council in place since FY20 to provide effective governance on ESG parameters. The council is women led and comprises heads of various units including HR, admin, compliance and governance, marketing and investor relations.
- EFSL's Share of renewable sources in total electricity consumption increased to 38% in FY22 from 15% in FY21.
- The company has been doing CSR activities on a continuous basis to reach out to remote parts of rural India to build resilience among communities. In partnership with its philanthropic arm, EdelGive Foundation, it addresses

developmental challenges in areas of gender equality, healthcare, education, livelihoods and climate action.

- 55% of the board members are independent directors as on March 31, 2022. A dedicated investor grievance redressal mechanism is in place and the disclosures put out by it are extensive.

There is growing importance of ESG among investors and lenders. EFSL group's commitment to ESG will play a key role in enhancing stakeholder confidence, given presence of foreign investors.

#### **Outlook: Negative**

The 'Negative' outlook factors in challenges faced by the Edelweiss group due to stressed assets in its credit business, especially in its wholesale lending book, and their impact on profitability.

#### **Rating Sensitivity factors**

##### **Upward factors**

- Significant improvement in the group's asset quality with stage III assets ratio less than 3% on sustained basis and reduction in level of stressed assets
- Demonstration of profitability across businesses

##### **Downward factors**

- Continued pressure on profitability, with sustained losses (negative PAT excluding one-off gains)
- Deterioration in asset quality of the Edelweiss group
- Funding access challenges with limited fundraising by the group
- Lack of progress on planned scale-down of wholesale portfolio

#### **About the Company**

EFSL was incorporated in 1995 as Edelweiss Capital Ltd. The company, on standalone basis, is primarily engaged in investment banking services and provides development, managerial and financial support to group entities.

On standalone basis, EFSL's networth stood at Rs 5,000 crore as on March 31, 2022. The company reported PAT of Rs 933 crore on total income of Rs 1,158 crore in fiscal 2022, as against PAT of Rs 716 crore on total income of Rs 1,624.6 crore in fiscal 2021.

As on September 30, 2022, PAT was Rs 112 crore on total income of Rs 2121 crore, as against Rs 90.6 crore on Rs 1951 crore a year earlier.

#### **About the Group**

The Edelweiss group comprised 30 subsidiaries and associates as on March 31, 2022. The number of companies has come down from 74 as on March 31, 2016, because of multiple factors such as sale, windup and merger among others. The group had 293 offices (including 10 international offices in 6 locations) in around 136 cities as on March 31, 2022. Furthermore, as part of streamlining its operating structure, the group has restructured the businesses into four verticals namely credit, insurance, asset management and asset reconstruction.

The group is present across various financial services businesses, including loans to corporates and individuals, mortgage finance - loans against property and small-ticket housing loans, MSME finance, alternative and domestic asset management, and life and general insurance. In addition, the Balance sheet Management Unit (BMU) focuses on liquidity and asset-liability management.

On a consolidated basis, the group reported PAT of Rs 212 crore on a total income of Rs 4320 crore for fiscal 2022, as against Rs 254 crore on total income of Rs 7015 crore for fiscal 2021.

For the half year ended September 2022, the group reported net profit of Rs 112 crore on total income of Rs 2121 crore, compared to profit of Rs 91 crore and total income of Rs 1952 crore during corresponding period in previous fiscal.

#### **Key Financial Indicators EFSL (Consolidated)**

As on/for the period ended		Sept 2022	March 2022	March 2021
Total assets	Rs crore	42521	43188	45975
Total income	Rs crore	2121	4320	7015
PAT (ex-Insurance)	Rs crore	236	523	552
PAT	Rs crore	112	212	254
Gross stage III assets	Rs crore	944	930	1182
Gross stage III assets	%	10.0	7.4	7.7
Net stage III assets	Rs crore	336	201	627
Net stage III assets	%	4.0	1.12	4.1
Gearing	Times	2.4	2.5	3.2
Return on assets (Ex-Ins)	%	0.6	1.2	1.1
Return on assets	%	0.5	0.5	0.4

**Any other information:** Not applicable

#### **Note on complexity levels of the rated instrument:**

CRISIL Ratings' complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure – Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities – including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings` complexity levels please visit [www.crisil.com/complexity-levels](http://www.crisil.com/complexity-levels). Users may also call the Customer Service Helpdesk with queries on specific instruments.

#### Annexure - Details of Instrument(s)

ISIN	Name of Instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (INR. Crs)	Complexity Level	Rating Assigned with Outlook
INE532F07CL3	Retail Bonds*	28-Dec-21	8.75%	28-Dec-23	73.7	Simple	CRISIL AA-/Negative
INE532F07CM1	Retail Bonds*	28-Dec-21	zero interest	28-Dec-23	11.94	Simple	CRISIL AA-/Negative
INE532F07CN9	Retail Bonds*	28-Dec-21	8.75%	28-Dec-24	83.39	Simple	CRISIL AA-/Negative
INE532F07CO7	Retail Bonds*	28-Dec-21	9.10%	28-Dec-24	60.56	Simple	CRISIL AA-/Negative
INE532F07CP4	Retail Bonds*	28-Dec-21	Zero Interest	28-Dec-24	16.61	Simple	CRISIL AA-/Negative
INE532F07CQ2	Retail Bonds*	28-Dec-21	9.15%	28-Dec-26	77.76	Simple	CRISIL AA-/Negative
INE532F07CR0	Retail Bonds*	28-Dec-21	9.55%	28-Dec-26	75.8	Simple	CRISIL AA-/Negative
INE532F07CS8	Retail Bonds*	28-Dec-21	Zero Interest	28-Dec-26	12.17	Simple	CRISIL AA-/Negative
INE532F07CT6	Retail Bonds*	28-Dec-21	9.30%	28-Dec-31	31.1	Simple	CRISIL AA-/Negative
INE532F07CU4	Retail Bonds*	28-Dec-21	9.70%	28-Dec-31	13.22	Simple	CRISIL AA-/Negative
INE532F07CV2	Retail Bonds*	20-Oct-22	8.85%	20-Oct-24	22	Simple	CRISIL AA-/Negative
INE532F07CW0	Retail Bonds*	20-Oct-22	NA	20-Oct-24	11	Simple	CRISIL AA-/Negative
INE532F07CX8	Retail Bonds*	20-Oct-22	8.90%	20-Oct-25	58	Simple	CRISIL AA-/Negative
INE532F07CY6	Retail Bonds*	20-Oct-22	9.25%	20-Oct-25	42	Simple	CRISIL AA-/Negative
INE532F07CZ3	Retail Bonds*	20-Oct-22	NA	20-Oct-25	23	Simple	CRISIL AA-/Negative
INE532F07DB2	Retail Bonds*	20-Oct-22	9.35%	20-Oct-27	122	Simple	CRISIL AA-/Negative
INE532F07DC0	Retail Bonds*	20-Oct-22	9.75%	20-Oct-27	32	Simple	CRISIL AA-/Negative
INE532F07DA4	Retail Bonds*	20-Oct-22	NA	20-Oct-27	10	Simple	CRISIL AA-/Negative
INE532F07DD8	Retail Bonds*	20-Oct-22	9.65%	20-Oct-32	26	Simple	CRISIL AA-/Negative
INE532F07DE6	Retail Bonds*	20-Oct-22	10.10%	20-Oct-32	19	Simple	CRISIL AA-/Negative
INE532F07CK5	Non-Convertible Debentures	5-Oct-21	11.00%	5-Oct-23	650	Simple	CRISIL AA-/Negative
NA	Non-Convertible Debentures^	NA	NA	NA	850	Simple	CRISIL AA-/Negative
NA	Non-Convertible Debentures^	NA	NA	NA	1000	Simple	CRISIL AA-/Negative
NA	Retail Bond^	NA	NA	NA	178.75	Simple	CRISIL AA-/Negative
NA	Commercial Paper Programme	NA	NA	7-365 days	500	Simple	CRISIL A1+
NA	Long Term Principal Protected Market Linked Debentures^	NA	NA	NA	300	Highly Complex	CRISIL PP-MLD AA-/Negative

^yet to be issue

\*Public issue

**Annexure – List of entities consolidated (as on March 31, 2022)**

Names of Entities Consolidated	Extent of Consolidation	Rationale for Consolidation
ECL Finance Ltd	Full	Subsidiary
Edelcap Securities Ltd	Full	Subsidiary
Edelweiss Asset Management Ltd	Full	Subsidiary
ECap Securities and Investments Limited (Formerly known as ECap Equities Limited)	Full	Subsidiary
Edelweiss Trusteeship Company Ltd	Full	Subsidiary
Edelweiss Housing Finance Ltd	Full	Subsidiary
Edelweiss Investment Adviser Ltd	Full	Subsidiary
Edel Land Limited	Full	Subsidiary
Edelweiss Investment Advisors Pvt Ltd	Proportionate	Associate
Edelweiss Rural & Corporate Services Ltd	Full	Subsidiary
Comtrade Commodities Services Limited (Formerly known as Edelweiss Comtrade Ltd)	Full	Subsidiary
Edel Finance Company Ltd	Full	Subsidiary
Edelweiss Retail Finance Ltd	Full	Subsidiary
Edelweiss Multi Strategy Fund Advisors LLP	Full	Subsidiary
Edelweiss Resolution Advisors LLP	Full	Subsidiary
Edelweiss General Insurance Company Ltd	Full	Subsidiary
Edelweiss Securities and Investment Pvt Ltd	Full	Subsidiary
EC International Ltd	Full	Subsidiary
EAAA LLC	Full	Subsidiary
Edelweiss Alternative Asset Advisors Pte. Ltd	Full	Subsidiary
Edelweiss International (Singapore) Pte Ltd	Full	Subsidiary
Aster Commodities DMCC	Full	Subsidiary
EdelGive Foundation	Full	Subsidiary
Edelweiss Alternative Asset Advisors Ltd	Full	Subsidiary
Edelweiss Gallagher Insurance Brokers Ltd	Full	Subsidiary
Edelweiss Private Equity Tech Fund	Full	Subsidiary
Edelweiss Value and Growth Fund	Full	Subsidiary
Edelweiss Asset Reconstruction Company Ltd	Full	Subsidiary
EW Special Opportunities Advisors LLC	Full	Subsidiary
Edelweiss Tokio Life Insurance Company Ltd	Full	Subsidiary
Allium Finance Private Ltd	Full	Subsidiary
Edelweiss Global Wealth Management Limited	Full	Subsidiary
Edelweiss Capital Services Ltd	Full	Subsidiary
India Credit Investment Fund II	Full	Subsidiary
Sekura India Management Ltd	Full	Subsidiary
Edelweiss Retail Assets Managers Ltd	Full	Subsidiary
Edelweiss Securities Ltd	Proportionate	Associate

**Annexure - Rating History for last 3 Years**

Instrument	Current			2022 (History)		2021		2020		2019		Start of 2019
	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
<b>Commercial Paper</b>	ST	500.0	CRISIL A1+	21-10-22	CRISIL A1+	22-10-21	CRISIL A1+	07-09-20	CRISIL A1+	04-10-19	CRISIL A1+	CRISIL A1+
			--	04-03-22	CRISIL A1+	09-09-21	CRISIL A1+	25-05-20	CRISIL A1+	20-07-19	CRISIL A1+	--
			--		--	27-08-21	CRISIL A1+		--	29-03-19	CRISIL A1+	--
			--		--	02-08-21	CRISIL A1+		--		--	--
<b>Non Convertible Debentures</b>	LT	2500.0	CRISIL AA-/Negative	21-10-22	CRISIL AA-/Negative	22-10-21	CRISIL AA-/Negative		--		--	--
			--	04-03-22	CRISIL AA-/Negative	09-09-21	CRISIL AA-/Negative		--		--	--
			CRISIL AA-/Negative	21-10-22	CRISIL AA-/Negative	22-10-21	CRISIL AA-/Negative		--		--	--
			--	04-03-22	CRISIL AA-/Negative	09-09-21	Withdrawn		--		--	--
<b>Retail Bond</b>	LT	1000.0	CRISIL AA-/Negative	21-10-22	CRISIL AA-/Negative	22-10-21	CRISIL AA-/Negative		--		--	--
			--	04-03-22	CRISIL AA-/Negative	09-09-21	Withdrawn		--		--	--
			--		--	27-08-21	CRISIL AA-/Negative		--		--	--
			--		--	02-08-21	CRISIL AA-/Negative		--		--	--
<b>Short Term Debt</b>	ST		--		--		--		--		--	CRISIL A1+

Short Term Debt Issue	ST		--		--		--		--		--	Withdrawn
Long Term Principal Protected Market Linked Debentures	LT	300.0	CRISIL PPMLD AA-r /Negative	21-10-22	CRISIL PPMLD AA-r /Negative	22-10-21	CRISIL PPMLD AA-r /Negative		--		--	--
			--	04-03-22	CRISIL PPMLD AA-r /Negative	09-09-21	CRISIL PPMLD AA-r /Negative		--		--	--
			--		--	27-08-21	CRISIL PPMLD AA-r /Negative		--		--	--

All amounts are in Rs.Cr.

## Criteria Details

### Links to related criteria

[Rating Criteria for Banks and Financial Institutions](#)

[CRISILs Criteria for rating short term debt](#)

[CRISILs Criteria for Consolidation](#)

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**ANNEXURE B – ACUTE RATING, RATING RATIONALE, PRESS RELEASE AND REVALIDATION  
LETTER**

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## Rating Revalidation Letter

### Private and Confidential

February 13, 2023

#### Edelweiss Financial Services Limited

Edelweiss House, OFF. C.S.T Road, Kalina,,  
Mumbai, Maharashtra,  
India, 400098

Scan this QR Code to verify  
authenticity of this rating



Kind Attn.: Mr. SIDDHARTH KEDIA, VICE PRESIDENT (Tel. No. 7045356350)

Dear Mr. KEDIA,

#### Sub.: Credit Rating of Proposed Secured Redeemable Non-Convertible Debenture Issue by Edelweiss Financial Services Limited Aggregating Rs. 2900 Cr

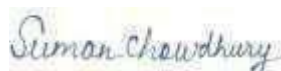
Acuite Ratings & Research Limited has an outstanding rating of 'ACUITE AA-' read as [ACUITE double A minus] with a 'Negative' outlook for the abovementioned debt instrument [see annexure 1]. As per Acuite's rating definition, instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

Kindly inform us the details of the NCDs being issued by you, immediately, but not later than 7 days from the date of such issuances in the following format:

Type of Instrument	ISIN	Issue Size (Rs. cr.)	Date of issue	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Names of top 10 investors
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Acuite reserves the right to revise the ratings, along with the outlook, at any time, on the basis of new information, or other circumstances which Acuite believes may have an impact on the ratings. Such revisions, if any, would be appropriately disseminated by Acuite as required under prevailing SEBI guidelines and Acuite's policies. Hence lenders / investors are advised to visit <https://www.acuite.in/> to confirm the current outstanding rating. Acuite ratings are not recommendations to buy, sell or hold any security.

Yours truly,  
For Acuite Ratings & Research Limited



Suman Chowdhury  
Chief Analytical Officer

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<b>Rating Revalidation Letter</b>
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**ANNEXURE - I**

Instrument	Scale	Amount(Rs. Cr)	Ratings
Secured NonConvertible Debentures	Long Term	50.02	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	12.5	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	81.92	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	30.11	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	9.3	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	19.13	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	15.72	ACUITE AA-/ Negative
Secured NonConvertible Debentures	Long Term	78.06	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	13.22	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	31.1	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	12.17	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	75.8	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	77.76	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	16.61	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	60.56	ACUITE AA-/ Negative

### Rating Revalidation Letter

Secured Retail NonConvertible Debentures	Long Term	83.39	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	11.94	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	80.9	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	29.7	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	73.7	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	82.35	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	44.52	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	13.76	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	28.4	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	10.12	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	21.5	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	10.73	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	57.71	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	42.1	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	22.53	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	122	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	32.36	ACUITE AA-/ Negative

### Rating Revalidation Letter

Secured Retail NonConvertible Debentures	Long Term	10.3	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	25.67	ACUITE AA-/ Negative
Secured Retail NonConvertible Debentures	Long Term	19.44	ACUITE AA-/ Negative
Proposed Secured Retail NonConvertible Debentures	Long Term	1000*	ACUITE AA-/ Negative
Proposed Secured Retail NonConvertible Debentures	Long Term	492.9	ACUITE AA-/ Negative
<b>Total Facilities</b>		<b>2900.00</b>	

\*public issue of secured redeemable non convertible debentures

## Rating Revalidation Letter

### **Acuite Ratings & Research Limited**

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## Rating Revalidation Letter

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## Rating Letter - Intimation of Rating Action

Letter Issued on: December 07, 2022

Letter Expires on: **March 31, 2023**

Annual Fee valid till: **March 31, 2023**

Edelweiss Financial Services Limited  
Edelweiss House, OFF. C.S.T Road, Kalina,,  
Mumbai, Maharashtra,  
India, 400098

Scan this QR Code to verify  
authenticity of this rating



Kind Attn.: Mr. SIDDHARTH KEDIA, VICE PRESIDENT (Tel. No. 7045356350)

Dear Mr. KEDIA,

Sub.: Rating(s) Reaffirmed - Non Convertible Debentures of Edelweiss Financial Services Limited

Please note that the current rating(s) and outlook, instrument details, and latest rating action for the aforementioned instrument are as under:

	Long Term Instruments	Short Term Instruments
Total Rated Quantum (Rs. Cr.)	2900.00	Not applicable
Quantum of Enhancement (Rs. Cr.)	1000.00	Not applicable
Rating	ACUITE AA-	Not applicable
Outlook	Negative	Not applicable
Most recent Rating Action	Reaffirmed	Not applicable
Date of most recent Rating Action	December 07, 2022	Not applicable
Rating Watch	Not applicable	Not applicable

Acuité reserves the right to revise the ratings, along with the outlook, at any time, on the basis of new information, or other circumstances which Acuité believes may have an impact on the ratings. Such revisions, if any, would be appropriately disseminated by Acuité as required under prevailing SEBI guidelines and Acuité 's policies.

This letter will expire on **March 31, 2023** or on the day when Acuité takes the next rating action, whichever is earlier. It may be noted that the rating is subject to change anytime even before the expiry date of this letter. Hence lenders / investors are advised to visit <https://www.acuite.in/> OR scan the QR code given above to confirm the current outstanding rating.

Acuité will re-issue this rating letter on **April 01, 2023** subject to receipt of surveillance fee as applicable. If the rating is reviewed before **March 31, 2023**, Acuité will issue a new rating letter.



Suman Chowdhury  
Chief Analytical Officer

Annexures: A. Details of the Rated Instrument  
B. Details of the rating prior to the above rating action

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## Press Release

Edelweiss Financial Services Limited

December 07, 2022

Rating Assigned and Reaffirmed



Product	Quantum (Rs. Cr)	Long Term Rating	Short Term Rating
Non Convertible Debentures (NCD)	1000.00	ACUITE AA-   Negative   Assigned	-
Non Convertible Debentures (NCD)	1900.00	ACUITE AA-   Negative   Reaffirmed	-
Total Outstanding Quantum (Rs. Cr)	2900.00	-	-
Total Withdrawn Quantum (Rs. Cr)	0.00	-	-

## Rating Rationale

Acuite has reaffirmed the long term rating of '**ACUITE AA-**' (read as ACUITE double A minus) on the Rs.1900.00 Cr. Secured Retail Non Convertible Debentures of Edelweiss Financial Services Limited (EFSL). The outlook on the ratings continues to remain '**Negative**'.

Acuite has assigned the long term rating of '**ACUITE AA-**' (read as ACUITE double A minus) on the Rs.1000.00 Cr. Proposed Secured Retail Non Convertible Debentures of Edelweiss Financial Services Limited (EFSL). The outlook on the rating is '**Negative**'.

### Rationale for the rating

The rating revision factors in the continuing weakness in the business profile of Edelweiss Group and the consequent deterioration in its earnings profile over the last 2-3 years which is expected to persist over the medium term. Given the strategic intent of the management to focus on primarily fee based businesses, there has been a consistent decline in the group AUM along with ongoing concerns on the asset quality of the existing lending portfolio. Acuite believes that the decision to slow down on the fund based businesses will lead to a lesser diversity in its revenue streams and will have a significant bearing on the group's earnings quality. While the credit business has been recording losses for the last three years, the agency business which comprises of broking, advisory, product distribution and other fee based businesses has reported a steep decline in PBT from Rs. 256 Cr. in FY 2020 to Rs. 85 Cr. in FY 2022 with a YoY decline of ~50%, which further stood at Rs.127.27 Cr as on H1FY23, while there has been a sizeable growth in the asset management business with the mutual fund AUM growing from Rs. 28,000 Cr as on Mar-20 to Rs. 92000 Cr as on Sep-22. The group's share in the wealth management business has declined to 44 per cent and the long gestation insurance businesses continues to be in a loss situation. The ARC business, which currently is contributing significantly to the overall profitability of the group, will be subject to cyclicity and volatility in its earnings given the unpredictable recoveries from the acquired assets.

The Group reported moderate profitability for FY2022 with profit after tax of Rs.212.1 Cr. against Rs. 254 Cr. in FY2021. The PAT for H1FY23 stood at Rs.111.91 Cr. The group reported a modest ROA at 0.49 % for the FY2022 against 0.52% for the FY2021 Furthermore, NIMs declined to 0.26% of average earning assets in FY2022 as against 0.77% of average earning assets in FY2021.

There has been constant pressure on the asset quality of the group. The GNPA stood at 7.12 percent on March 31, 2022 (considering the fully provisioned accounts of Rs.558 Cr.) as compared to 7.73 percent on March 31, 2021 (4.89 percent on December 31, 2021). The asset quality further improved to 2.6 percent in H1FY23. The AUM declined to Rs. 8668 Cr. in H1FY23 from Rs.12447 Cr. on March 31, 2022 and Rs. 15279 Cr. as on March 31, 2021. The reduction in AUM is not only because of downsizing of wholesale sale books but is also on the account of the decline in the retail assets. The retail mortgage has reduced from Rs.4834 Cr. As on March 31,2021 to Rs.3670 Cr. As on March 31, 2022 and to Rs. 3190 Cr. as on September 30, 2022.

Nevertheless, the rating continues to take into account **Edelweiss Group's established** track record in financial services, adequate capitalization levels and comfortable liquidity profile. The rating takes cognizance of the **Group's** strategic intent on re-building its retail loan franchise with focus on the co-origination model, which will keep it asset light and provide granularity to loan portfolio. The rating factors in the growth of ~85 percent in the Mutual Fund AUM and the ~60 percent growth in number of policies issued in the general insurance business. **The rating also takes into consideration the group's reducing debt and demonstrated resource raising ability.**

Acuité believes demonstrating sustainable improvement in profitability and revenue streams in the evolving operating environment along with improvement in the asset quality would remain key rating monitorables.

### About the Company and the Group

Headquartered in Mumbai, Edelweiss Financial Services Limited (EFSL), the holding company of Edelweiss Group, was incorporated in 1995 and has diversified its line of operations across various fund based and non-fund based businesses. Edelweiss Group is promoted by Mr. Rashesh Shah and Mr. Venkat Ramaswamy and offers a bouquet of financial services to a diversified client base across domestic and global geographies. Its key line of business includes Credit (retail and corporate), Asset Management, Asset Reconstruction, Insurance (life and general) and Wealth management including Capital Markets. The Edelweiss Group comprises Edelweiss Financial Services Limited, 30 subsidiaries and 10 associates as on March 31, 2022. Post divestment of significant stake in wealth management business, the number of subsidiaries and associate companies have changed. Edelweiss group has a pan India presence with a global footprint extending across geographies with offices in New York, Mauritius, Dubai, Singapore, Hong Kong and UK.

### Analytical Approach

Acuité has adopted a consolidated approach on Edelweiss Financial Services Limited (EFSL) along with its 30 subsidiaries and 10 associates as on March 31, 2022, collectively referred to as '**Edelweiss group**'. The approach is driven by common promoters, shared brand name, significant operational and financial synergies between the companies. Acuité has rated secured NCDs as well as perpetual NCDs issued by Edelweiss group companies. It is pertinent to note that, Unsecured Subordinated Non-Convertible Debentures (i.e. Perpetual NCDs) are rated at a lower level vis-à-vis the regular secured debt instruments. This is in view of the significant loss absorption characteristics associated with these perpetual instruments. The issuer may be required to skip/defer the coupon/interest payment in case of certain events such as decline in CAR below regulatory thresholds.

Extent of consolidation: Full

### Key Rating Drivers

#### Strength

Strong parentage

Edelweiss Group is promoted by Mr. Rashesh Shah and Mr. Venkat Ramaswamy, who are seasoned professionals in the financial services industry with over two decades of experience. The promoters are supported by experienced professionals who are into financing, wealth, and asset management businesses. The group has a diverse business profile in financial services with presence in segments such as retail credit (including agri-finance), wholesale lending, warehousing services, asset reconstruction, asset management, wealth management and capital market including stock broking and insurance business. The various verticals of the group as mentioned above are now under the following broad categories i.e.

Credit (retail and corporate), Asset Management, Asset Reconstruction, Insurance (life and general) and Wealth management including Capital Markets. The Group had consolidated loan book of Rs. 8,668 Cr. as on September 30, 2022 as against Rs. 12,447 Cr. as on March 31, 2022 and Rs. 15,279 Cr. as on March 31, 2021, of which retail credit was Rs. 3,958 Cr. (Rs. 6,749 as on March 31, 2022) and wholesale credit at Rs. 4,710 Cr. as on March 31, 2022 (Rs. 5,698 Cr. as on March 31, 2021). The wholesale segment comprised loans to realtors and structured Credit. The Group has been attempting to gradually increase its exposure to retail segment and is in talks with multiple banks for lending under co-origination model. It has taken several steps to reduce its exposure to the wholesale segment and reorient the portfolio toward small and mid corporate lending segments. Besides the fund-based activities, Edelweiss Group also has an established franchise in the capital market related business across corporate finance and advisory domains including broking, investment banking, wealth management, and asset management. The group has completed sale of its majority stake in wealth management business to PAG. As on March 31, 2022, the group had customer assets of about Rs. 357,700 Cr. (about Rs. 280,800 Cr. as on March 31, 2021). Most of the businesses of the group present significant synergies amongst themselves and growth potential both on the assets and liabilities side. The access to a pool of HNIs can be leveraged to create fund based structures which can be utilized to support the AUM growth of the group. Acuité believes Edelweiss group's established position in financial services and diversified range of fee and fund-based product offerings will continue to support its business risk profile.

#### Diversified funding profile

The group's financial flexibility is supported by its demonstrated ability to mobilise resources from diversified set of investors across domestic banks, Institutional investors and lenders, foreign investors and domestic retail investors amongst others. The Group has attracted investments from reputed international investors such as CDPQ (Caisse de dépôt et placement du Québec), and PAG Asia. In the past, the Group also raised capital from KORA Management and Sanaka Capital. In July 2021, the Group announced stake sale of 70%, subject to regulatory approvals, in its insurance broking business to existing investor, Gallagher Insurance for consideration of ~Rs. 308 Cr. Pursuant to this deal, Gallagher Insurance will have complete ownership of this business. As on March 31, 2022, borrowings stood at Rs. 22,711 Cr. which further reduced to Rs. 21,188 Cr. as on September 30, 2022. The Group's NCD issuances targeted at the retail investor have been well accepted in the markets. The Group also has large institutional client base in its various funds such as distressed Credit fund, Real estate Credit Fund, Structured debt fund and Infrastructure Fund. The group has also demonstrated its ability to support chunky real estate projects with a need for completion funding by setting up an AIF with South Korea based Meritz Group with a corpus of USD 425 million. Acuité expects the Group to continue to benefit from diversified funding mix across domestic banks, Institutional investors and lenders, foreign investors and domestic retail investors amongst others.

#### Adequate gearing levels and liquidity buffer

The Group's networth stood at Rs. 6,488 Cr. as on September 30, 2022 (Rs. 6,537 Cr. as on March 31, 2021). Concomitantly, capital adequacy of the credit business stood at 31.7 percent as on March 31, 2022, which further stood at 34.1 percent as on September 30, 2022. The group further reduced its borrowings to Rs. 21,188 Cr. as on September 30, 2022 from Rs. 22,710.98 Cr. as on March 31, 2022 and Rs. 28,436 Cr. as on March 31, 2021 translating into improved gearing ratio (reported borrowings/networth) of 3.27 times as on September 30, 2022 from 3.47 times as on March 31, 2022 and 4.32 times as on March 31, 2021. Further, the Group continued to maintain adequate liquidity buffer over this period and reported liquidity of Rs. 5,873 Cr. as on October 31, 2022 comprising Rs. 3,131 Cr. of overnight liquidable and treasury assets and Rs. 649 Cr. in bank lines.

#### Weakness

Reduced diversity of the group business

There is a shift from the fund based business model to non-fund based business by the group. This has impacted the revenue streams of the group. The stake in wealth business has been diluted to 44 percent and the insurance business has a long gestation period. The income



streams from the credit business and agency business of the group have shown a continuous decline over the last three years. PBT from agency business declined to ~Rs.85 Cr. In March 31, 2022 from ~Rs. 172 Cr. In March 31, 2021 (~Rs.256 Cr. In FY2020), which further stood at Rs.127.27 Cr. as on H1FY23 and the credit business has been generating losses during the same time.

This provides less stability to the income profile of the group were the ARC business, which is the key driver, is susceptible to the cyclicity and volatility of the industry and regulatory environment.

#### Susceptibility in the earning profile

The Group reported moderate profitability for FY2022 with profit after tax of Rs.212.1 Cr. against Rs. 254 Cr. in FY2021. The PAT for H1FY23 stood at Rs.111.91 Cr. The group reported a modest ROA at 0.49 % for the FY2022 against 0.52% for the FY2021. Furthermore, NIMs declined to 0.26% of average earning assets in FY2022 as against 0.77% of average earning assets in FY2021 due to degrowth in loan book resulting in decline in interest income. The Group reported profit after tax (excluding minority interest and including share in **associate's** profit) of Rs.93 Cr. on total income of Rs. 2121 Cr. as against profit after tax (excluding minority interest and including share in **associate's** profit) of Rs.189 Cr. on total income of Rs.4,320.49 Cr. for FY2022 (Rs.252 Cr. and Rs.7014.82 Cr. In FY2021 respectively). Acuité also takes notes of several measures taken by the Group to rationalize cost and improve profitability including coorigination model for building retail portfolio, which is expected to reflect in coming quarters and focus on non-fund business streams. Acuité **believes that Group's ability** to sustain improvement in earnings profile in the current operating environment coupled with the intense competition in the retail segment will be key rating monitorable.

#### Continuous decline in AUM

Edelweiss **Group's** credit lending offerings are spread across two segments i.e. retail segments and wholesale segments. The retail segment (46% of the loan book as on September 30,2022) comprises housing finance, Loan against Property, Construction finance, SME loans, Loan against Securities while the wholesale segment (54% of the loan book as on September 30, 2022) comprises Structured Collateralized Credit and Real Estate financing. The **Group's** loan book decline~18.5% to Rs.12,447 Cr. as on March 31,2022 against Rs.15,279 Cr. as on March 31,2021 and Rs.21,032 Cr. as on March 31, 2020. The loan book further reduced to Rs. 8668 Cr. in H1FY23. The book has declined at a CAGR of ~23% from 2019. The retail mortgage has reduced from Rs.4834 Cr. as on March 31,2021 to Rs.3670 Cr. As on March 31, 2022 and Rs.3190 Cr. a on September 30,2022. The decline in the loan book is primarily driven by the **management's** strategic decision to consciously scale down the exposure to the wholesale segment and cautious sanctions in the retail sector.

#### Constant pressure on asset quality;albeit improving

While the decline in loan book continued, the asset quality witnessed with the **Group's** Gross NPAs (GNPAs) at Rs. 237 Cr (2.6% ) as on September 30, 2022 as against GNPA of Rs.886 Cr. (7.12 % of loan assets) Including Rs.558 Cr. Of fully provisioned accounts as on March 31, 2022 and Rs.1182 Cr. (7.7% of loan assets) as on March 31, 2021. As on September 30, 2022 the loan book also contained restructured accounts amounting to Rs. 327 Cr. As on March 31, 2022, top 20 exposures accounted for ~25% of the overall loan **book**. The **group's** wholesale segment mostly comprises exposures to real estate developers for their projects. The cash flows of these realtors and the quality of these exposures is linked to the revival in the real estate cycle. The group has already initiated steps to prune its exposure to the wholesale segment through various initiatives such as slowing down fresh sanctions and sell down of existing assets to dedicated funds and ARCs. Acuité believes that the **Group's** ability to attain any significant improvement in asset quality amidst current economic environment will remain a key rating sensitivity.

#### ESG Factors Relevant for Rating

Edelweiss Group offers a bouquet of financial services to a diversified client base across domestic and global geographies. The Group has presence in segments such as retail credit (including agri-finance), wholesale lending, warehousing services, asset reconstruction, asset management, wealth management and capital market including stock broking and insurance business. Adoption and upkeep of strong business ethics is a sensitive material issue for the financial services business linked to capital markets to avoid fraud, insider trading and

other anti-competitive behaviour. Other important governance issues relevant for the industry include management and board compensation, board independence as well as diversity, shareholder rights and role of audit committee. As regards the social factors, product or service quality has high materiality so as to minimise misinformation about the products to the customers and reduce reputational risks. For the industry, retention, and development of skilled manpower along with equal opportunity for employees is crucial. While data security is highly relevant due to **company's access** to confidential client information, social initiatives such as enhancing financial literacy and improving financial inclusion are fairly important for the financial services sector. The material of environmental factors is low for this industry. Edelweiss **Group's** board comprises of eight directors with two women directors. Of the total eight directors, four are independent directors. The Group maintains adequate disclosures for business ethics which can be inferred from its policies relating to code of conduct, whistle blower protection and related party transactions. The Group has formed a Risk Committee with four out of five members being independent directors for among other things, identifying and evaluating risks and development, implementing and tracking risk management efforts. All the members of Audit Committee are independent directors. For redressal of grievances of the security holders, it has **constituted a Stakeholders' Relationship Committee**. The Group also has a committee for appointment, remuneration and performance evaluation of the Board. On the social aspect, the Group has taken development and training initiatives towards career development of its employees. The Group has put in place data privacy policy to ensure adequate safeguards for collection, storage and processing of personal and sensitive information and data of customers and third parties. Further, the Group has set up EdelGive foundation, a grant-making foundation which is funding and supporting the growth of small to mid-sized grassroots NGOs committed to empowering vulnerable children, women, and communities. Over the last 13 years, EdelGive has supported over 150 organizations across 111 districts in 14 states of India.

### Rating Sensitivity

- Movement in profitability as per the expectations
- Growth in AUM for retail lending
- Movement in the asset quality and collection efficiency
- Changes in Regulatory environment
- Significant capital infusion

### Material Covenants

Edelweiss Group is subject to covenants stipulated by its lenders/investors in respect of various parameters like capital structure, asset quality among others. As per confirmation received from the Group vide mail dated July 01,2022, **'the Group** is adhering to all terms and conditions stipulated as covenants by all its lenders/investors.

### Liquidity Position

Adequate

EFSL's liquidity profile is supported by **the group's centralised treasury** operations and adequate liquidity position. The group has demonstrated the ability to raise medium to long term funding from banks/capital markets which should support the **Group's** ability to plug any possible mismatches. The **Group's** liquidity profile is supported by funding from diversified base i.e. banks and financial institutions along with capital market instruments like CBLO borrowings, Commercial Papers and NCDs. The **Group's** expected repayment obligations maturing during FY2023 are around Rs. 9,900 Cr. against expected inflows of Rs. 9,000 Cr. during the same period. The Group on a consolidated basis had maintained liquidity buffers of Rs.5,873 Cr. (includes bank lines of Rs.649 Cr.) as on October 31, 2022.

### Outlook : Negative

Acuité believes that the Edelweiss **Group's** Credit profile will continue to face pressures over the near to medium term on account of the deterioration of asset quality and profitability. The decision to slow down on the fund based businesses is expected to lead to lesser diversity in its revenue streams and will have a significant bearing on the **group's** earnings quality.

Acuité will be closely monitoring the performance of the Group and any further impairment in asset quality or reduction of profitability will impart a strong negative bias to the rating. The outlook may be revised to Stable in case Edelweiss Group is able to demonstrate significant and sustained improvement in asset quality and profitability.

#### Other Factors affecting Rating

None

#### Key Financials - Standalone / Originator

Particulars	Unit	FY22 (Actual)	FY21 (Actual)
Total Assets	Rs. Cr.	7926.15	5943.13
Total Income*	Rs. Cr.	1158.22	1182.26
PAT	Rs. Cr.	933.36	716.22
Net Worth	Rs. Cr.	5000.22	4125.99
Return on Average Assets (RoAA)	(%)	13.46	14.93
Return on Average Net Worth (RoNW)	(%)	20.45	18.90
Total Debt/Tangible Net Worth (Gearing)	Times	0.49	0.20
Gross NPA	(%)	-	--
Net NPA	(%)	-	-

\*Total income equals to Total Income net off interest expense  
Ratios as per Acuité calculations

#### Key Financials - Consolidated

Particulars	Unit	FY22 (Actual)	FY21 (Actual)
Total Assets	Rs. Cr.	42123.22	45015.52
Total Income*	Rs. Cr.	4320.49	7014.82
PAT	Rs. Cr.	212.08	253.91
Net Worth	Rs. Cr.	6537.42	6577.16
Return on Average Assets (RoAA)	(%)	0.49	0.52
Return on Average Net Worth (RoNW)	(%)	3.23	4.01



Total			
Debt/Tangible			
Net Worth			

(Gearing)	Times	3.47	4.32
Gross NPA	(%)	7.12	7.73
Net NPA	(%)	1.62	4.10

\*Total income equals to Total Income net off interest expense  
Ratios as per Acuite calculations

Status of non-cooperation with previous CRA (if applicable):  
None

Any other information  
None

#### Applicable Criteria

- Application Of Financial Ratios And Adjustments: <https://www.acuite.in/view-rating-criteria-53.htm>
- Consolidation Of Companies: <https://www.acuite.in/view-rating-criteria-60.htm>
- Default Recognition: <https://www.acuite.in/view-rating-criteria-52.htm>
- Non-Banking Financing Entities: <https://www.acuite.in/view-rating-criteria-44.htm>

#### Note on complexity levels of the rated instrument

In order to inform the investors about complexity of instruments, Acuite has categorized such instruments in three levels: Simple, Complex and Highly Complex. Acuite's categorisation of the instruments across the three categories is based on factors like variability of the returns to the investors, uncertainty in cash flow patterns, number of counterparties and general understanding of the instrument by the market. It has to be understood that complexity is different from credit risk and even an instrument categorized as 'Simple' can carry high levels of risk. For more details, please refer Rating Criteria "Complexity Level Of Financial Instruments" on [www.acuite.in](http://www.acuite.in).

#### Rating History

Date	Name of Instruments/Facilities	Term	Amount (Rs. Cr)	Rating/Outlook
	Non Convertible Debentures	Long Term	400.00	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	15.72	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Proposed Non Convertible Debentures	Long Term	181.30	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	81.92	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	60.56	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	10.12	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	9.30	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	73.70	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	50.02	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	28.40	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	16.61	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	83.39	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)

05 Aug 2022	Non Convertible Debentures	Long Term	13.22	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	13.76	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	30.11	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	12.50	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	44.52	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	82.35	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	12.17	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Proposed Non Convertible Debentures	Long Term	354.00	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	31.10	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	11.94	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	19.13	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	29.70	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	77.76	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	75.80	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
	Non Convertible Debentures	Long Term	80.90	ACUITE AA-   Negative (Downgraded from ACUITE AA   Negative)
04 Feb 2022	Non Convertible Debentures	Long Term	19.13	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	60.56	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	643.75	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	400.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	11.94	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	31.10	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	9.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	12.50	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	77.76	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	83.39	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	12.17	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	81.92	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	50.02	ACUITE AA   Negative (Reaffirmed)

	Non Convertible Debentures	Long Term	30.11	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	13.22	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	75.80	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	181.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	16.61	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	73.70	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	15.72	ACUITE AA   Negative (Reaffirmed)
04 Jan 2022	Non Convertible Debentures	Long Term	400.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	81.92	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	15.72	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	30.11	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	50.02	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	181.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	19.13	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	9.30	ACUITE AA   Negative (Reaffirmed)
24 Sep 2021	Non Convertible Debentures	Long Term	12.50	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	1100.00	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	181.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	50.02	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	9.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	30.11	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	19.13	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	1100.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	400.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	12.50	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	15.72	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	81.92	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	30.11	ACUITE AA   Negative (Reaffirmed)

31 Aug 2021	Non Convertible Debentures	Long Term	19.13	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	81.92	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	9.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	12.50	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	50.02	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	181.30	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	15.72	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	1500.00	ACUITE AA   Negative (Reaffirmed)
23 Jul 2021	Non Convertible Debentures	Long Term	82.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	9.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	50.00	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	1500.00	ACUITE AA   Negative (Assigned)
	Non Convertible Debentures	Long Term	13.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	19.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	30.00	ACUITE AA   Negative (Reaffirmed)
	Proposed Non	Long	181.00	ACUITE AA   Negative (Reaffirmed)

	Convertible Debentures	Term		
	Non Convertible Debentures	Long Term	16.00	ACUITE AA   Negative (Reaffirmed)
19 Jul 2021	Non Convertible Debentures	Long Term	50.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	9.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	82.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	30.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	19.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	13.00	ACUITE AA   Negative (Reaffirmed)
	Non Convertible Debentures	Long Term	16.00	ACUITE AA   Negative (Reaffirmed)
	Proposed Non Convertible Debentures	Long Term	1500.00	ACUITE AA   Negative (Assigned)
	Proposed Non Convertible Debentures	Long Term	181.00	ACUITE AA   Negative (Reaffirmed)
06 Apr 2021	Proposed Non Convertible Debentures	Long Term	400.00	ACUITE AA   Negative (Reaffirmed)
04 Mar 2021	Proposed Non Convertible Debentures	Long Term	400.00	ACUITE AA   Negative (Assigned)

# Annexure - Details of instruments rated

Lender's Name	ISIN	Facilities	Date Of Issuance	Coupon Rate	Maturity Date	Complexity Level	Quantum (Rs. Cr.)	Rating
Not Applicable	Not Applicable	Proposed Secured Retail Non-Convertible Debentures	Not Applicable	Not Applicable	Not Applicable	Simple / Complex	492.90	ACUITE AA-   Negative   Reaffirmed
Not Applicable	Not Applicable	Proposed Secured Retail Non-Convertible Debentures	Not Applicable	Not Applicable	Not Applicable	Simple / Complex	1000.00	ACUITE AA-   Negative   Assigned
Not Applicable	INE532F07CE8	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2024 12:00AM	Simple / Complex	29.70	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CD0	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2024 12:00AM	Simple / Complex	80.90	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CF5	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2026 12:00AM	Simple / Complex	82.35	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CG3	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2026 12:00AM	Simple / Complex	44.52	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CH1	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2026 12:00AM	Simple / Complex	13.76	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CI9	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2031 12:00AM	Simple / Complex	28.40	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CJ7	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	Not Applicable	Sep 10 2031 12:00AM	Simple / Complex	10.12	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CV2	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2024 12:00AM	Simple / Complex	21.50	ACUITE AA-   Negative   Reaffirmed
Not		Secured Retail Non-	Oct 20	Not	Oct 20	Simple /		ACUITE AA-



Applicable	INE532F07CW0	Convertible Debentures	2022 12:00AM	Applicable	2024 12:00AM	Complex	10.73	Negative   Reaffirmed
Not Applicable	INE532F07CX8	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2025 12:00AM	Simple / Complex	57.71	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CY6	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2025 12:00AM	Simple / Complex	42.10	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CZ3	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2025 12:00AM	Simple / Complex	22.53	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07DB2	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2027 12:00AM	Simple / Complex	122.00	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07DC0	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2027 12:00AM	Simple / Complex	32.36	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07DA4	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2027 12:00AM	Simple / Complex	10.30	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07DD8	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2032 12:00AM	Simple / Complex	25.67	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07DE6	Secured Retail Non-Convertible Debentures	Oct 20 2022 12:00AM	Not Applicable	Oct 20 2032 12:00AM	Simple / Complex	19.44	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07BV4	Secured Retail Non-Convertible Debentures	Apr 29 2021 12:00AM	9.10	Apr 29 2024 12:00AM	Simple / Complex	50.02	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07BW2	Secured Retail Non-Convertible Debentures	Apr 29 2021 12:00AM	Not Applicable	Apr 29 2024 12:00AM	Simple / Complex	12.50	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07BX0	Secured Retail Non-Convertible	Apr 29 2021 12:00AM	9.16	Apr 29 2026 12:00AM	Simple / Complex	81.92	ACUITE AA-   Negative 



		Debentures						Reaffirmed
Not Applicable	INE532F07BY8	Secured Retail Non-Convertible Debentures	Apr 29 2021 12:00AM	9.55	Apr 29 2026 12:00AM	Simple / Complex	30.11	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07BZ5	Secured Retail Non-Convertible Debentures	Apr 29 2021 12:00AM	Not Applicable	Apr 29 2026 12:00AM	Simple / Complex	9.30	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CA6	Secured Retail Non-Convertible Debentures	Apr 29 2021 12:00AM	9.30	Apr 29 2031 12:00AM	Simple / Complex	19.13	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CB4	Secured Retail Non-Convertible Debentures	Apr 29 2021 12:00AM	9.70	Apr 29 2031 12:00AM	Simple / Complex	15.72	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CC2	Secured Retail Non-Convertible Debentures	Sep 10 2021 12:00AM	8.75	Sep 10 2024 12:00AM	Simple / Complex	78.06	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CU4	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	9.70	Dec 28 2031 12:00AM	Simple / Complex	13.22	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CT6	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	9.30	Dec 28 2031 12:00AM	Simple / Complex	31.10	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CS8	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	Not Applicable	Dec 28 2026 12:00AM	Simple / Complex	12.17	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CR0	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	9.55	Dec 28 2026 12:00AM	Simple / Complex	75.80	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CQ2	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	9.15	Dec 28 2026 12:00AM	Simple / Complex	77.76	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CP4	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	Not Applicable	Dec 28 2024 12:00AM	Simple / Complex	16.61	ACUITE AA-   Negative   Reaffirmed
		Secured						ACUITE

Not Applicable	INE532F07CO7	Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	9.10	Dec 28 2024 12:00AM	Simple / Complex	60.56	AA-   Negative   Reaffirmed
Not Applicable	INE532F07CN9	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	8.75	Dec 28 2024 12:00AM	Simple / Complex	83.39	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CM1	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	Not Applicable	Dec 28 2023 12:00AM	Simple / Complex	11.94	ACUITE AA-   Negative   Reaffirmed
Not Applicable	INE532F07CL3	Secured Retail Non-Convertible Debentures	Dec 28 2021 12:00AM	8.75	Dec 28 2023 12:00AM	Simple / Complex	73.70	ACUITE AA-   Negative   Reaffirmed

## Contacts

Analytical	Rating Desk
Mohit Jain Senior Vice President-Rating Operations Tel: 022-49294017 <a href="mailto:mohit.jain@acuite.in">mohit.jain@acuite.in</a>	Varsha Bist Senior Manager-Rating Operations Tel: 022-49294011 <a href="mailto:rating.desk@acuite.in">rating.desk@acuite.in</a>
Basil Paul Manager-Rating Operations Tel: 022-49294065 <a href="mailto:basil.paul@acuite.in">basil.paul@acuite.in</a>	

### About Acuité Ratings & Research

Acuité is a full-service Credit Rating Agency registered with the Securities & Exchange Board of India (SEBI). The company received RBI Accreditation as an External Credit Assessment Institution (ECAI) for Bank Loan Ratings under BASEL-II norms in the year 2012. Acuité has assigned ratings to various securities, debt instruments and bank facilities of entities spread across the country and across a wide cross section of industries. It has its Registered and Head Office in Kanjurmarg, Mumbai.

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## Annexure A. Details of the rated instrument

Bank	Facilities	Scale	Previous Amount (Rs. Crore)	Current Amount (Rs. Crore)	Ratings	Rating Action
NA	Secured NonConvertible Debentures	Long Term	50.02	50.02	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	12.5	12.5	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	81.92	81.92	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	30.11	30.11	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	9.3	9.3	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	19.13	19.13	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	15.72	15.72	ACUITE AA-/Negative	Reaffirmed
NA	Secured NonConvertible Debentures	Long Term	78.06	78.06	ACUITE AA-/Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	13.22	13.22	ACUITE AA-/Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	31.1	31.1	ACUITE AA-/Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	12.17	12.17	ACUITE AA-/Negative	Reaffirmed
NA		Long Term		75.8	ACUITE AA-/	Reaffirmed

	Secured Retail NonConvertible Debentures		75.8		Negative	
NA	Secured Retail NonConvertible Debentures	Long Term	77.76	77.76	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	16.61	16.61	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	60.56	60.56	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	83.39	83.39	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	11.94	11.94	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	80.9	80.9	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	29.7	29.7	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	73.7	73.7	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	82.35	82.35	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvertible Debentures	Long Term	44.52	44.52	ACUITE AA-/ Negative	Reaffirmed
NA	Secured	Long		13.76	ACUITE AA-/ Negative	Reaffirmed

	Retail NonConvert i ble Debentures	Term	13.76			
NA	Secured Retail NonConvert i ble Debentures	Long Term	28.4	28.4	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentures	Long Term	10.12	10.12	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	21.5	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentures	Long Term	-	10.73	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	57.71	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	42.1	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	22.53	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	122	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	32.36	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail NonConvert i ble Debentur es	Long Term	-	10.3	ACUITE AA-/ Negative	Reaffirmed
NA	Secured Retail	Long Term		25.67	ACUITE AA-/ Negative	Reaffirmed

	NonConvertible Debentures		-			
NA	Secured Retail NonConvertible Debentures	Long Term	-	19.44	ACUITE AA-/ Negative	Reaffirmed
NA	Proposed Secured Retail NonConvertible Debentures	Long Term	-	1000*	ACUITE AA-/ Negative	Assigned
NA	Proposed Secured Retail NonConvertible Debentures	Long Term	354	492.9	ACUITE AA-/ Negative	Reaffirmed
			1900.00	2900.00		
Total Facilities Rated			1900.00	2900.00		

\*public issue of secured redeemable non convertible debentures

## Annexure B. Details of the rating prior to the above rating action

	Long Term Instruments	Short Term Instruments
Previous Rated Quantum	1900.00 Cr.	Not applicable
Rating	ACUITE AA-	Not applicable
Outlook	Negative	Not applicable

### DISCLAIMER

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, Acuité's rating scale and its definitions.

**ANNEXURE C – DEBENTURE TRUSTEE CONSENT LETTER**

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Ref No.: 26806/BTL/OPR/2022-23

Date: 09<sup>th</sup> December, 2022

**Edelweiss Financial Services Limited**

Edelweiss House,  
Off C.S.T. Road,  
Kalina, Mumbai - 400 098

Dear Ma'am/Sir

**Sub: Proposed public issue of secured, rated, listed, redeemable, non-convertible debentures of face value ₹ 1,000 each ("Debentures or NCDs") for an amount aggregating up to ₹ 10,000 million ("Shelf Limit") (hereinafter referred to as the "Issue") by Edelweiss Financial Services Limited ("Company")**

We, the undersigned, hereby consent to be named as the Debenture Trustee to the Issue and to our name being inserted as the Debenture Trustee to the Issue in the Draft Shelf Prospectus to be filed with the BSE Limited ("Stock Exchange") and to be forwarded to Securities and Exchange Board of India ("SEBI") and the Shelf Prospectus and relevant Tranche Prospectus to be filed with the Registrar of Companies, Mumbai ("RoC"), Stock Exchanges and to be forwarded to SEBI in respect of the Issue and also in all related advertisements and communications sent pursuant to the Issue. The following details with respect to us may be disclosed:

Name: Beacon Trusteeship Limited  
Address: 4C & D, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (East), Mumbai – 400 051  
Tel: 022-26558759  
Fax: -  
Email: [compliance@beacontrustee.co.in](mailto:compliance@beacontrustee.co.in)  
Website: [www.beacontrustee.co.in](http://www.beacontrustee.co.in)  
Contact Person: Mr. Kaustubh Kulkarni  
SEBI Registration No: IND000000569  
CIN U74999MH2015PLC271288

We confirm that we are registered with the SEBI and that such registration is valid as on the date of this letter. We enclose a copy of our registration certificate enclosed herein as **Annexure A** and declaration regarding our registration with SEBI as **Annexure B**.

We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues.

We hereby authorise you to deliver this letter of consent to the RoC, pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory/statutory authorities as required by law.

We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the Company in the form of a press release, (i) the nature and scope of this transaction; and (ii) our knowledge of the proposed transaction of the Company; and (iii) any other information in connection thereto.



## BEACON TRUSTEESHIP LIMITED

Registered & Corporate Office: 4C & D, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra (E), Mumbai - 400 051.

Phone : 022-26558759 | Email : [contact@beacontrustee.co.in](mailto:contact@beacontrustee.co.in) | Website : [www.beacontrustee.co.in](http://www.beacontrustee.co.in)

CIN : U74999MH2015PLC271288

We confirm that we will immediately inform you and the Lead Managers of any change to the above information until the date when the NCDs commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading.

This letter may be relied upon by the Company, the Lead Managers and the legal advisors to the Issue in respect of the Issue.

Sincerely

For  
Beacon Trusteeship Limited

Authorized Signatory  
Name: Ms. Deepavali.Vankalu  
Designation: AVP Operations




CC:

**Equirus Capital Private Limited**  
12th Floor, C Wing,  
Marathon Futurex,  
N.M. Joshi Marg, Lower Parel,  
Mumbai 400 013  
Maharashtra, India

**Khaitan & Co**  
One World Centre  
13<sup>th</sup> Floor, Tower 1,  
Senapati Bapat Marg,  
Mumbai 400 013  
Maharashtra, India



Annexure A

<p><b>डिबेंचर न्यायी</b></p>	<p>FORM 2 FORM 2</p>	<p><b>DEBENTURE TRUSTEE</b></p>
<p><b>भारतीय प्रतिभूति और विनिमय बोर्ड</b>  <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b>          (डिबेंचर न्यायी) विनियम, 1993          (DEBENTURE TRUSTEE) REGULATIONS, 1993          000 270          (Section 4)          (Registration 2)</p>		
<p><b>रजिस्ट्रेशन प्रमाणपत्र</b>  <b>CERTIFICATE OF REGISTRATION</b></p>		
<p>1) भारतीय प्रतिभूति और विनिमय बोर्ड (विनियम, 1993) के अंतर्गत डिबेंचर न्यायी के लिए बतलाए गए नियमों और विनियमों के तहत उद्देश्य रूप से डिबेंचर न्यायी के अधिनियम 12-वीं अनुसूची (1) द्वारा प्रदान की गई शक्तों का उपयोग करते हुए,</p>		
<p>2) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to</p>		
<p><b>BEACON TRUSTEESHIP LIMITED</b>  <b>4C &amp; D, SIDDHIVINAYAK CHAMBERS,</b>  <b>GANDHI NAGAR, OPP. MIG CRICKET CLUB,</b>  <b>BANDRA EAST, MUMBAI - 400051</b>  <b>MAHARASHTRA, INDIA</b></p>		
<p>जो नियमों में उल्लेख है, अर्थात् जो उल्लेख है, जो डिबेंचर न्यायी के अधिनियम 12-वीं अनुसूची (1) द्वारा प्रदान की गई शक्तों का उपयोग करते हुए, as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.</p>		
<p>2) नियम न्यायी के लिए रजिस्ट्रेशन को</p>		
<p>2) Registration Code for the debenture trustee is <b>IND000000569</b></p>		
<p><b>This Certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board</b></p>		
<p>3) जो यह प्रमाणपत्र / डिबेंचर न्यायी के अधिनियम 12-वीं अनुसूची (1) द्वारा प्रदान की गई शक्तों का उपयोग करते हुए, से</p>		
<p>3) Unless renewed, the certificate of registration is valid from</p>		
<p>जारी के          भारतीय प्रतिभूति और विनिमय बोर्ड          के द्वारा और उसके द्वारा          the Board          For and on behalf of          Securities and Exchange Board of India</p>		
<p><b>ANUPMA CHADHA</b>          Authorised Signatory</p>		
<p>Place: <b>Mumbai</b>          Date: <b>February 12, 2021</b></p>		



## Annexure B

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Debenture Trustee is true and correct:

1.	Registration Number	IND000000569
2.	Date of registration	April 11, 2016
	Renewal of registration	February 12, 2021
3.	Date of expiry of registration	NIL
4.	If applied for renewal, date of application	NIL
5.	Any communication from SEBI prohibiting the entity from acting as an intermediary	NIL
6.	Any enquiry/ investigation being conducted by SEBI	NIL
7.	Details of any penalty imposed by SEBI	NIL



## ANNEXURE D – ILLUSTRATIVE CASHFLOWS

### 24 Months - Annual Coupon Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	2 years	2 years
Coupon Rate for all Categories of Investors	8.95%	9.15%
Redemption Date/Maturity Date (assumed)	Sunday, 27 April, 2025	Sunday, 27 April, 2025
Frequency of the interest payment with specified dates	First interest on April 27, 2024 and subsequently on April 27 every year	First interest on April 27, 2024 and subsequently on April 27 every year
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Saturday, 27 April, 2024	Monday, 29 April, 2024	366	89.50	91.50
2nd Coupon	Sunday, 27 April, 2025	Friday, 25 April, 2025	365	89.50	91.50
Principal / Maturity value	Sunday, 27 April, 2025	Friday, 25 April, 2025		1000	1000

### 24 Months - Cumulative Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	2 Years	2 Years
Coupon Rate for all Categories of Investors	NA	NA
Redemption Date/Maturity Date (assumed)	Sunday, 27 April, 2025	Sunday, 27 April, 2025
Frequency of the interest payment with specified dates	NA	NA
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000.00	-1000.00
Coupon/Interest Payment	Sunday, 27 April, 2025	Friday, 25 April, 2025	731	187.30	191.70
Principal / Maturity value	Sunday, 27 April, 2025	Friday, 25 April, 2025		1000.00	1000.00

### 36 Months - Monthly Coupon Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	3 Years	3 Years
Coupon Rate for all Categories of Investors	9.20%	9.40%
Redemption Date/Maturity Date (assumed)	Monday, 27 April, 2026	Monday, 27 April, 2026
Frequency of the interest payment with specified dates	First interest on June 1, 2023 and subsequently on the 1st day of every month.	First interest on June 1, 2023 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Thursday, 1 June, 2023	Thursday, 1 June, 2023	35	8.82	9.01
2nd Coupon	Saturday, 1 July, 2023	Monday, 3 July, 2023	30	7.56	7.73
3rd Coupon	Tuesday, 1 August, 2023	Tuesday, 1 August, 2023	31	7.81	7.98
4th Coupon	Friday, 1 September, 2023	Friday, 1 September, 2023	31	7.81	7.98
5th Coupon	Sunday, 1 October, 2023	Tuesday, 3 October, 2023	30	7.56	7.73
6th Coupon	Wednesday, 1 November, 2023	Wednesday, 1 November, 2023	31	7.81	7.98
7th Coupon	Friday, 1 December, 2023	Friday, 1 December, 2023	30	7.56	7.73
8th Coupon	Monday, 1 January, 2024	Monday, 1 January, 2024	31	7.79	7.96
9th Coupon	Thursday, 1 February, 2024	Thursday, 1 February, 2024	31	7.79	7.96
10th Coupon	Friday, 1 March, 2024	Friday, 1 March, 2024	29	7.29	7.45
11th Coupon	Monday, 1 April, 2024	Monday, 1 April, 2024	31	7.79	7.96
12th Coupon	Wednesday, 1 May, 2024	Thursday, 2 May, 2024	30	7.54	7.70

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
13th Coupon	Saturday, 1 June, 2024	Monday, 3 June, 2024	31	7.79	7.96
14th Coupon	Monday, 1 July, 2024	Monday, 1 July, 2024	30	7.54	7.70
15th Coupon	Thursday, 1 August, 2024	Thursday, 1 August, 2024	31	7.79	7.96
16th Coupon	Sunday, 1 September, 2024	Monday, 2 September, 2024	31	7.79	7.96
17th Coupon	Tuesday, 1 October, 2024	Tuesday, 1 October, 2024	30	7.54	7.70
18th Coupon	Friday, 1 November, 2024	Friday, 1 November, 2024	31	7.79	7.96
19th Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	30	7.54	7.70
20th Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	7.81	7.98
21st Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	7.81	7.98
22nd Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	7.06	7.21
23rd Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	7.81	7.98
24th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	7.56	7.73
25th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	7.81	7.98
26th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	7.56	7.73
27th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	7.81	7.98
28th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	7.81	7.98
29th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	7.56	7.73
30th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	7.81	7.98
31st Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	7.56	7.73
32nd Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	7.81	7.98
33rd Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	7.81	7.98
34th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	7.06	7.21
35th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	7.81	7.98
36th Coupon	Monday, 27 April, 2026	Monday, 27 April, 2026	26	6.55	6.70
Principal / Maturity value	Monday, 27 April, 2026	Monday, 27 April, 2026		1000	1000

### 36 Months - Annual Coupon Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post Incentive
Tenor	3 years	3 years
Coupon Rate for all Categories of Investors	9.60%	9.80%
Redemption Date/Maturity Date (assumed)	Monday, 27 April, 2026	Monday, 27 April, 2026
Frequency of the interest payment with specified dates	First interest on April 27, 2024 and subsequently on April 27 every year	First interest on April 27, 2024 and subsequently on April 27 every year
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Saturday, 27 April, 2024	Monday, 29 April, 2024	366	96.00	98.00
2nd Coupon	Sunday, 27 April, 2025	Monday, 28 April, 2025	365	96.00	98.00
3rd Coupon	Monday, 27 April, 2026	Monday, 27 April, 2026	365	96.00	98.00
Principal / Maturity value	Monday, 27 April, 2026	Monday, 27 April, 2026		1000	1000

### 3 Years - Cumulative Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	3 Years	3 Years
Coupon Rate for all Categories of Investors	NA	NA
Redemption Date/Maturity Date (assumed)	Monday, 27 April, 2026	Monday, 27 April, 2026
Frequency of the interest payment with specified dates	NA	NA
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000.00	-1000.00
Coupon/Interest Payment	Monday, 27 April, 2026	Monday, 27 April, 2026	1096	317.00	324.10
Principal / Maturity value	Monday, 27 April, 2026	Monday, 27 April, 2026		1000.00	1000.00



**60 Months - Monthly Coupon Payment**

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	5 Years	5 Years
Coupon Rate for all Categories of Investors	9.67%	9.87%
Redemption Date/Maturity Date (assumed)	Thursday, 27 April, 2028	Thursday, 27 April, 2028
Frequency of the interest payment with specified dates	First interest on March 1, 2023 and subsequently on the 1st day of every month.	First interest on March 1, 2023 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Thursday, 1 June, 2023	Thursday, 1 June, 2023	35	9.27	9.46
2nd Coupon	Saturday, 1 July, 2023	Monday, 3 July, 2023	30	7.95	8.11
3rd Coupon	Tuesday, 1 August, 2023	Tuesday, 1 August, 2023	31	8.21	8.38
4th Coupon	Friday, 1 September, 2023	Friday, 1 September, 2023	31	8.21	8.38
5th Coupon	Sunday, 1 October, 2023	Tuesday, 3 October, 2023	30	7.95	8.11
6th Coupon	Wednesday, 1 November, 2023	Wednesday, 1 November, 2023	31	8.21	8.38
7th Coupon	Friday, 1 December, 2023	Friday, 1 December, 2023	30	7.95	8.11
8th Coupon	Monday, 1 January, 2024	Monday, 1 January, 2024	31	8.19	8.38
9th Coupon	Thursday, 1 February, 2024	Thursday, 1 February, 2024	31	8.19	8.38
10th Coupon	Friday, 1 March, 2024	Friday, 1 March, 2024	29	7.66	7.84
11th Coupon	Monday, 1 April, 2024	Monday, 1 April, 2024	31	8.19	8.36
12th Coupon	Wednesday, 1 May, 2024	Thursday, 2 May, 2024	30	7.93	8.09
13th Coupon	Saturday, 1 June, 2024	Monday, 3 June, 2024	31	8.19	8.36
14th Coupon	Monday, 1 July, 2024	Monday, 1 July, 2024	30	7.93	8.09
15th Coupon	Thursday, 1 August, 2024	Thursday, 1 August, 2024	31	8.19	8.36
16th Coupon	Sunday, 1 September, 2024	Monday, 2 September, 2024	31	8.19	8.36

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
17th Coupon	Tuesday, 1 October, 2024	Tuesday, 1 October, 2024	30	7.93	8.09
18th Coupon	Friday, 1 November, 2024	Friday, 1 November, 2024	31	8.19	8.36
19th Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	30	7.93	8.09
20th Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	8.21	8.38
21st Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	8.21	8.38
22nd Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	7.42	7.57
23rd Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	8.21	8.38
24th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	7.95	8.11
25th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	8.21	8.38
26th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	7.95	8.11
27th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	8.21	8.38
28th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	8.21	8.38
29th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	7.95	8.11
30th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	8.21	8.38
31st Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	7.95	8.11
32nd Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	8.21	8.38
33rd Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	8.21	8.38
34th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	7.42	7.57
35th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	8.21	8.38
36th Coupon	Friday, 1 May, 2026	Saturday, 2 May, 2026	30	7.95	8.11
37th Coupon	Monday, 1 June, 2026	Monday, 1 June, 2026	31	8.21	8.38
38th Coupon	Wednesday, 1 July, 2026	Wednesday, 1 July, 2026	30	7.95	8.11
39th Coupon	Saturday, 1 August, 2026	Monday, 3 August, 2026	31	8.21	8.38
40th Coupon	Tuesday, 1 September, 2026	Tuesday, 1 September, 2026	31	8.21	8.38
41st Coupon	Thursday, 1 October, 2026	Thursday, 1 October, 2026	30	7.95	8.11
42nd Coupon	Sunday, 1 November, 2026	Monday, 2 November, 2026	31	8.21	8.38

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
43rd Coupon	Tuesday, 1 December, 2026	Tuesday, 1 December, 2026	30	7.95	8.11
44th Coupon	Friday, 1 January, 2027	Friday, 1 January, 2027	31	8.21	8.38
45th Coupon	Monday, 1 February, 2027	Monday, 1 February, 2027	31	8.21	8.38
46th Coupon	Monday, 1 March, 2027	Monday, 1 March, 2027	28	7.42	7.57
47th Coupon	Thursday, 1 April, 2027	Thursday, 1 April, 2027	31	8.21	8.38
48th Coupon	Saturday, 1 May, 2027	Tuesday, 4 May, 2027	30	7.95	8.11
49th Coupon	Tuesday, 1 June, 2027	Tuesday, 1 June, 2027	31	8.21	8.38
50th Coupon	Thursday, 1 July, 2027	Thursday, 1 July, 2027	30	7.95	8.11
51st Coupon	Sunday, 1 August, 2027	Monday, 2 August, 2027	31	8.21	8.38
52nd Coupon	Wednesday, 1 September, 2027	Wednesday, 1 September, 2027	31	8.21	8.38
53rd Coupon	Friday, 1 October, 2027	Friday, 1 October, 2027	30	7.95	8.11
54th Coupon	Monday, 1 November, 2027	Monday, 1 November, 2027	31	8.21	8.38
55th Coupon	Wednesday, 1 December, 2027	Wednesday, 1 December, 2027	30	7.95	8.11
56th Coupon	Saturday, 1 January, 2028	Monday, 3 January, 2028	31	8.19	8.36
57th Coupon	Tuesday, 1 February, 2028	Tuesday, 1 February, 2028	31	8.19	8.36
58th Coupon	Wednesday, 1 March, 2028	Wednesday, 1 March, 2028	29	7.66	7.82
59th Coupon	Saturday, 1 April, 2028	Monday, 3 April, 2028	31	8.19	8.36
60th Coupon	Thursday, 27 April, 2028	Thursday, 27 April, 2028	26	6.87	7.01
Principal / Maturity value	Thursday, 27 April, 2028	Thursday, 27 April, 2028		1000	1000

#### 60 Months - Annual Coupon Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	5 Years	5 Years
Coupon Rate for all Categories of Investors	10.10%	10.30%
Redemption Date/Maturity Date (assumed)	Thursday, 27 April, 2028	Thursday, 27 April, 2028

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Frequency of the interest payment with specified dates	First interest on April 27, 2024 and subsequently on April 27 every year	First interest on April 27, 2024 and subsequently on April 27 every year
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Saturday, 27 April, 2024	Monday, 29 April, 2024	366	101.00	103.00
2nd Coupon	Sunday, 27 April, 2025	Monday, 28 April, 2025	365	101.00	103.00
3rd Coupon	Monday, 27 April, 2026	Monday, 27 April, 2026	365	101.00	103.00
4th Coupon	Tuesday, 27 April, 2027	Tuesday, 27 April, 2027	365	101.00	103.00
5th Coupon	Thursday, 27 April, 2028	Thursday, 27 April, 2028	366	101.00	103.00
Principal / Maturity value	Thursday, 27 April, 2028	Thursday, 27 April, 2028		1000	1000

#### 60 Months - Cumulative Payment

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	5 Years	5 Years
Coupon Rate for all Categories of Investors	NA	NA
Redemption Date/Maturity Date (assumed)	Thursday, 27 April, 2028	Thursday, 27 April, 2028
Frequency of the interest payment with specified dates	NA	NA
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
Coupon/Interest Payment	Thursday, 27 April, 2028	Thursday, 27 April, 2028	1827	618.70	633.50
Principal / Maturity value	Thursday, 27 April, 2028	Thursday, 27 April, 2028		1000	1000

**120 Months - Monthly Coupon Payment**

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	10 years	10 years
Coupon Rate for all Categories of Investors	10.00%	10.20%
Redemption Date/Maturity Date (assumed)	Wednesday, 27 April, 2033	Wednesday, 27 April, 2033
Frequency of the interest payment with specified dates	First interest on March 1, 2023 and subsequently on the 1st day of every month.	First interest on March 1, 2023 and subsequently on the 1st day of every month.
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Thursday, 1 June, 2023	Thursday, 1 June, 2023	35	9.59	9.78
2nd Coupon	Saturday, 1 July, 2023	Monday, 3 July, 2023	30	8.22	8.38
3rd Coupon	Tuesday, 1 August, 2023	Tuesday, 1 August, 2023	31	8.49	8.66
4th Coupon	Friday, 1 September, 2023	Friday, 1 September, 2023	31	8.49	8.66
5th Coupon	Sunday, 1 October, 2023	Tuesday, 3 October, 2023	30	8.22	8.38
6th Coupon	Wednesday, 1 November, 2023	Wednesday, 1 November, 2023	31	8.49	8.66
7th Coupon	Friday, 1 December, 2023	Friday, 1 December, 2023	30	8.22	8.38
8th Coupon	Monday, 1 January, 2024	Monday, 1 January, 2024	31	8.47	8.64
9th Coupon	Thursday, 1 February, 2024	Thursday, 1 February, 2024	31	8.47	8.64
10th Coupon	Friday, 1 March, 2024	Friday, 1 March, 2024	29	7.92	8.08
11th Coupon	Monday, 1 April, 2024	Monday, 1 April, 2024	31	8.47	8.64
12th Coupon	Wednesday, 1 May, 2024	Thursday, 2 May, 2024	30	8.20	8.36
13th Coupon	Saturday, 1 June, 2024	Monday, 3 June, 2024	31	8.47	8.64
14th Coupon	Monday, 1 July, 2024	Monday, 1 July, 2024	30	8.20	8.36
15th Coupon	Thursday, 1 August, 2024	Thursday, 1 August, 2024	31	8.47	8.64
16th Coupon	Sunday, 1 September, 2024	Monday, 2 September, 2024	31	8.47	8.64

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
17th Coupon	Tuesday, 1 October, 2024	Tuesday, 1 October, 2024	30	8.20	8.36
18th Coupon	Friday, 1 November, 2024	Friday, 1 November, 2024	31	8.47	8.64
19th Coupon	Sunday, 1 December, 2024	Monday, 2 December, 2024	30	8.20	8.36
20th Coupon	Wednesday, 1 January, 2025	Wednesday, 1 January, 2025	31	8.49	8.66
21st Coupon	Saturday, 1 February, 2025	Monday, 3 February, 2025	31	8.49	8.66
22nd Coupon	Saturday, 1 March, 2025	Monday, 3 March, 2025	28	7.67	7.82
23rd Coupon	Tuesday, 1 April, 2025	Tuesday, 1 April, 2025	31	8.49	8.66
24th Coupon	Thursday, 1 May, 2025	Friday, 2 May, 2025	30	8.22	8.38
25th Coupon	Sunday, 1 June, 2025	Monday, 2 June, 2025	31	8.49	8.66
26th Coupon	Tuesday, 1 July, 2025	Tuesday, 1 July, 2025	30	8.22	8.38
27th Coupon	Friday, 1 August, 2025	Friday, 1 August, 2025	31	8.49	8.66
28th Coupon	Monday, 1 September, 2025	Monday, 1 September, 2025	31	8.49	8.66
29th Coupon	Wednesday, 1 October, 2025	Wednesday, 1 October, 2025	30	8.22	8.38
30th Coupon	Saturday, 1 November, 2025	Monday, 3 November, 2025	31	8.49	8.66
31st Coupon	Monday, 1 December, 2025	Monday, 1 December, 2025	30	8.22	8.38
32nd Coupon	Thursday, 1 January, 2026	Thursday, 1 January, 2026	31	8.49	8.66
33rd Coupon	Sunday, 1 February, 2026	Monday, 2 February, 2026	31	8.49	8.66
34th Coupon	Sunday, 1 March, 2026	Monday, 2 March, 2026	28	7.67	7.82
35th Coupon	Wednesday, 1 April, 2026	Wednesday, 1 April, 2026	31	8.49	8.66
36th Coupon	Friday, 1 May, 2026	Monday, 4 May, 2026	30	8.22	8.38
37th Coupon	Monday, 1 June, 2026	Monday, 1 June, 2026	31	8.49	8.66
38th Coupon	Wednesday, 1 July, 2026	Wednesday, 1 July, 2026	30	8.22	8.38
39th Coupon	Saturday, 1 August, 2026	Thursday, 6 August, 2026	31	8.49	8.66
40th Coupon	Tuesday, 1 September, 2026	Tuesday, 1 September, 2026	31	8.49	8.66
41st Coupon	Thursday, 1 October, 2026	Thursday, 1 October, 2026	30	8.22	8.38
42nd Coupon	Sunday, 1 November, 2026	Monday, 2 November, 2026	31	8.49	8.66
43rd Coupon	Tuesday, 1 December, 2026	Tuesday, 1 December, 2026	30	8.22	8.38

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
44th Coupon	Friday, 1 January, 2027	Friday, 1 January, 2027	31	8.49	8.66
45th Coupon	Monday, 1 February, 2027	Monday, 1 February, 2027	31	8.49	8.66
46th Coupon	Monday, 1 March, 2027	Monday, 1 March, 2027	28	7.67	7.82
47th Coupon	Thursday, 1 April, 2027	Thursday, 1 April, 2027	31	8.49	8.66
48th Coupon	Saturday, 1 May, 2027	Monday, 3 May, 2027	30	8.22	8.38
49th Coupon	Tuesday, 1 June, 2027	Tuesday, 1 June, 2027	31	8.49	8.66
50th Coupon	Thursday, 1 July, 2027	Thursday, 1 July, 2027	30	8.22	8.38
51st Coupon	Sunday, 1 August, 2027	Monday, 2 August, 2027	31	8.49	8.66
52nd Coupon	Wednesday, 1 September, 2027	Wednesday, 1 September, 2027	31	8.49	8.66
53rd Coupon	Friday, 1 October, 2027	Friday, 1 October, 2027	30	8.22	8.38
54th Coupon	Monday, 1 November, 2027	Monday, 1 November, 2027	31	8.49	8.66
55th Coupon	Wednesday, 1 December, 2027	Wednesday, 1 December, 2027	30	8.22	8.38
56th Coupon	Saturday, 1 January, 2028	Monday, 3 January, 2028	31	8.47	8.64
57th Coupon	Tuesday, 1 February, 2028	Tuesday, 1 February, 2028	31	8.47	8.64
58th Coupon	Wednesday, 1 March, 2028	Wednesday, 1 March, 2028	29	7.92	8.08
59th Coupon	Saturday, 1 April, 2028	Monday, 3 April, 2028	31	8.47	8.64
60th Coupon	Monday, 1 May, 2028	Tuesday, 2 May, 2028	31	8.20	8.36
61st Coupon	Thursday, 1 June, 2028	Thursday, 1 June, 2028	31	8.47	8.64
62nd Coupon	Saturday, 1 July, 2028	Monday, 3 July, 2028	30	8.20	8.36
63rd Coupon	Tuesday, 1 August, 2028	Wednesday, 2 August, 2028	31	8.47	8.64
64th Coupon	Friday, 1 September, 2028	Friday, 1 September, 2028	31	8.47	8.64
65th Coupon	Sunday, 1 October, 2028	Tuesday, 3 October, 2028	30	8.20	8.36
66th Coupon	Wednesday, 1 November, 2028	Wednesday, 1 November, 2028	31	8.47	8.64
67th Coupon	Friday, 1 December, 2028	Friday, 1 December, 2028	30	8.20	8.36
68th Coupon	Monday, 1 January, 2029	Tuesday, 2 January, 2029	31	8.49	8.66
69th Coupon	Thursday, 1 February, 2029	Thursday, 1 February, 2029	31	8.49	8.66
70th Coupon	Thursday, 1 March, 2029	Thursday, 1 March, 2029	28	7.67	7.82

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
71st Coupon	Sunday, 1 April, 2029	Monday, 2 April, 2029	31	8.49	8.66
72nd Coupon	Tuesday, 1 May, 2029	Wednesday, 2 May, 2029	30	8.22	8.38
73rd Coupon	Friday, 1 June, 2029	Friday, 1 June, 2029	31	8.49	8.66
74th Coupon	Sunday, 1 July, 2029	Monday, 2 July, 2029	30	8.22	8.38
75th Coupon	Wednesday, 1 August, 2029	Thursday, 2 August, 2029	31	8.49	8.66
76th Coupon	Saturday, 1 September, 2029	Monday, 3 September, 2029	31	8.49	8.66
77th Coupon	Monday, 1 October, 2029	Monday, 1 October, 2029	30	8.22	8.38
78th Coupon	Thursday, 1 November, 2029	Thursday, 1 November, 2029	31	8.49	8.66
79th Coupon	Saturday, 1 December, 2029	Monday, 3 December, 2029	30	8.22	8.38
80th Coupon	Tuesday, 1 January, 2030	Tuesday, 1 January, 2030	31	8.49	8.66
81st Coupon	Friday, 1 February, 2030	Friday, 1 February, 2030	31	8.49	8.66
82nd Coupon	Friday, 1 March, 2030	Friday, 1 March, 2030	28	7.67	7.82
83rd Coupon	Monday, 1 April, 2030	Monday, 1 April, 2030	31	8.49	8.66
84th Coupon	Wednesday, 1 May, 2030	Thursday, 2 May, 2030	30	8.22	8.38
85th Coupon	Saturday, 1 June, 2030	Monday, 3 June, 2030	31	8.49	8.66
86th Coupon	Monday, 1 July, 2030	Monday, 1 July, 2030	30	8.22	8.38
87th Coupon	Thursday, 1 August, 2030	Friday, 2 August, 2030	31	8.49	8.66
88th Coupon	Sunday, 1 September, 2030	Monday, 2 September, 2030	31	8.49	8.66
89th Coupon	Tuesday, 1 October, 2030	Tuesday, 1 October, 2030	30	8.22	8.38
90th Coupon	Friday, 1 November, 2030	Friday, 1 November, 2030	31	8.49	8.66
91st Coupon	Sunday, 1 December, 2030	Monday, 2 December, 2030	30	8.22	8.38
92nd Coupon	Wednesday, 1 January, 2031	Wednesday, 1 January, 2031	31	8.49	8.66
93rd Coupon	Saturday, 1 February, 2031	Monday, 3 February, 2031	31	8.49	8.66
94th Coupon	Saturday, 1 March, 2031	Monday, 3 March, 2031	28	7.67	7.82
95th Coupon	Tuesday, 1 April, 2031	Tuesday, 1 April, 2031	31	8.49	8.66
96th Coupon	Thursday, 1 May, 2031	Friday, 2 May, 2031	30	8.22	8.38
97th Coupon	Sunday, 1 June, 2031	Monday, 2 June, 2031	31	8.49	8.66



Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
98th Coupon	Tuesday, 1 July, 2031	Tuesday, 1 July, 2031	30	8.22	8.38
99th Coupon	Friday, 1 August, 2031	Friday, 1 August, 2031	31	8.49	8.66
100th Coupon	Monday, 1 September, 2031	Monday, 1 September, 2031	31	8.49	8.66
101st Coupon	Wednesday, 1 October, 2031	Wednesday, 1 October, 2031	30	8.22	8.38
102nd Coupon	Saturday, 1 November, 2031	Monday, 3 November, 2031	31	8.49	8.66
103rd Coupon	Monday, 1 December, 2031	Monday, 1 December, 2031	30	8.22	8.38
104th Coupon	Thursday, 1 January, 2032	Thursday, 1 January, 2032	31	8.47	8.64
105th Coupon	Sunday, 1 February, 2032	Monday, 2 February, 2032	31	8.47	8.64
106th Coupon	Monday, 1 March, 2032	Monday, 1 March, 2032	29	7.92	8.08
107th Coupon	Thursday, 1 April, 2032	Thursday, 1 April, 2032	31	8.47	8.64
108th Coupon	Saturday, 1 May, 2032	Monday, 3 May, 2032	30	8.20	8.36
109th Coupon	Tuesday, 1 June, 2032	Tuesday, 1 June, 2032	31	8.47	8.64
110th Coupon	Thursday, 1 July, 2032	Thursday, 1 July, 2032	30	8.20	8.36
111th Coupon	Sunday, 1 August, 2032	Monday, 2 August, 2032	31	8.47	8.64
112th Coupon	Wednesday, 1 September, 2032	Wednesday, 1 September, 2032	31	8.47	8.64
113th Coupon	Friday, 1 October, 2032	Friday, 1 October, 2032	30	8.20	8.36
114th Coupon	Monday, 1 November, 2032	Monday, 1 November, 2032	31	8.47	8.64
115th Coupon	Wednesday, 1 December, 2032	Wednesday, 1 December, 2032	30	8.20	8.36
116th Coupon	Saturday, 1 January, 2033	Monday, 3 January, 2033	31	8.49	8.66
117th Coupon	Tuesday, 1 February, 2033	Tuesday, 1 February, 2033	31	8.49	8.66
118th Coupon	Tuesday, 1 March, 2033	Tuesday, 1 March, 2033	28	7.67	7.82
119th Coupon	Friday, 1 April, 2033	Friday, 1 April, 2033	31	8.49	8.66
120th Coupon	Wednesday, 27 April, 2033	Wednesday, 27 April, 2033	26	7.12	7.27
Maturity/Redemption	Wednesday, 27 April, 2033	Wednesday, 27 April, 2033		1000.00	1000.00

**120 Months - Annual Coupon Payment**

Company	Edelweiss Financial Services Limited	Edelweiss Financial Services Limited
	Pre-Incentive	Post-Incentive
Face Value per NCD (in Rs.)	1000	1000
Number of NCDs held (assumed)	1	1
Date of Allotment (assumed)*	Thursday, 27 April, 2023	Thursday, 27 April, 2023
Tenor	10 Years	10 Years
Coupon Rate for all Categories of Investors	10.45%	10.65%
Redemption Date/Maturity Date (assumed)	Wednesday, 27 April, 2033	Wednesday, 27 April, 2033
Frequency of the interest payment with specified dates	First interest on April 27, 2024 and subsequently on April 27 every year	First interest on April 27, 2024 and subsequently on April 27 every year
Day Count Convention	Actual/Actual	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Coupon For all Categories of Investors (in Rs.) (Pre-Incentive)	Coupon For all Categories of Investors (in Rs.) (Post Incentive)
Deemed date of allotment	Thursday, 27 April, 2023	Thursday, 27 April, 2023		-1000	-1000
1st Coupon	Saturday, 27 April, 2024	Monday, 29 April, 2024	366	104.50	106.50
2nd Coupon	Sunday, 27 April, 2025	Monday, 28 April, 2025	365	104.50	106.50
3rd Coupon	Monday, 27 April, 2026	Monday, 27 April, 2026	365	104.50	106.50
4th Coupon	Tuesday, 27 April, 2027	Tuesday, 27 April, 2027	365	104.50	106.50
5th Coupon	Thursday, 27 April, 2028	Thursday, 27 April, 2028	366	104.50	106.50
6th Coupon	Friday, 27 April, 2029	Friday, 27 April, 2029	365	104.50	106.50
7th Coupon	Saturday, 27 April, 2030	Monday, 29 April, 2030	365	104.50	106.50
8th Coupon	Sunday, 27 April, 2031	Monday, 28 April, 2031	365	104.50	106.50
9th Coupon	Tuesday, 27 April, 2032	Tuesday, 27 April, 2032	366	104.50	106.50
10th Coupon	Wednesday, 27 April, 2033	Wednesday, 27 April, 2033	365	104.50	106.50
Maturity/Redemption	Wednesday, 27 April, 2033	Wednesday, 27 April, 2033		1000.00	1000.00