



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 the Company by the Registrar Of Companies Maharashtra, at Mumbai, (“RoC”), on January 16, 1996. Subsequently, the name of the 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 the Company, please refer “General Information” and “History and Main Objects” on pages 53 and 162 of the Shelf Prospectus and pages 51 and 143 of Tranche III 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

(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 the Promoters, see “Our Promoter” on page 184 of the Shelf Prospectus.

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 ₹ 1,500 MILLION (“BASE ISSUE SIZE) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 1,500 MILLION AMOUNTING TO ₹ 3,000 MILLION (“TRANCHE III ISSUE LIMIT”) (“TRANCHE III ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 10,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE III PROSPECTUS DATED JUNE 28, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE III ISSUE (“TRANCHE III 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 III 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..

“CRISIL AA-/Negative (pronounced as CRISIL double A minus rating with Negative outlook)” by CRISIL Ratings Limited and “ACUITE A+/Stable” (read as ACUITE A Plus) by Acuite Ratings and Research Limited. Allotment on first come first serve basis”.

“Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the stock exchange in accordance with the SEBI Operational Circular. However, in the event of oversubscription and thereafter, on such date, the allotments should be made to the applicants on proportionate basis. For further details refer section title “Issue Related Information” on page 207 of the Tranche III Prospectus.

TRANCHE III ISSUE PROGRAMME** TRANCHE III ISSUE OPENS ON: JULY 4, 2023 & TRANCHE III ISSUE CLOSES ON JULY 17, 2023

** The Tranche III Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Company or the Debenture Fund Raising Committee. Pursuant to Regulation 33A of the SEBI NCS Regulations, (i) the Tranche III Issue shall be kept open for a minimum of three working days and a maximum of ten working days, (ii) in case of a revision in the price band or yield, the Company shall extend the Tranche III Issue Period for a minimum period of three working days, provided that it shall not exceed the maximum number of days, as provided above in (i), and (iii) in case of force majeure, banking strike or similar circumstances, the Company may, for reasons to be recorded in writing, extend the Tranche III Issue Period, provided that it shall not exceed the maximum number of days, as provided above in (i). In the event of an early closure or extension of the Tranche III Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Tranche III Issue closure. On the Tranche III 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. For further details please refer to the section titled “General Information” on page 51 of Tranche III Prospectus.

ASBA

Simple, Safe Smart way of Application!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account.
Mandatory in public issues from October 1, 2018. No cheque will be accepted.



UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹5,00,000, applying through Designated Intermediaries, SCSBs or through the BSE Direct App / Web interface of stock exchange or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section “Issue Procedure” beginning on page 207 of the Tranche III Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in ICICI Bank Limited has been appointed as Sponsor Bank for the issue, in accordance with the requirements of the SEBI Operational Circular dated November 23, 2020 on UPI mechanism.

ADDENDUM TO THE TRANCHE III PROSPECTUS DATED JUNE 28, 2023: NOTICE TO INVESTORS (“ADDENDUM”)

Please note that Acuite Research and Ratings Limited (“Acuite”) has revised the rating for the NCDs proposed to be issued under this Tranche III Issue from “ACUITE AA-/ Negative (pronounced as ACUITE double A minus)” to “ACUITE A+/Stable” (read as ACUITE A Plus) vide its rating letter with rating rationale dated July 3, 2023. Accordingly, please note that such references in the Tranche III Prospectus, including under Cover Page, “Risk Factors”, “General Information”, “Our Business”, “Issue Structure”, “Material Contracts and Documents for Inspection” on pages 18, 51, 121, 208 and 273 of the Tranche III Prospectus, shall be read as “Acuite A+/ Stable” (ACUITE A Plus). The revised rating and credit rating rationale dated July 3, 2023 is available at https://www.acuite.in/documents/ratings/revised/28329-RR-20230703.pdf. The Tranche III Prospectus shall stand amended accordingly and should be read in conjunction with this Addendum. The information in this Addendum supplements and supersedes the Tranche III Prospectus and updates the information in the Tranche III Prospectus and the Abridged Prospectus, as applicable. All capitalized terms used in this notice shall unless the context otherwise requires, have the meanings ascribed in the Tranche III Prospectus. Any reference to the Tranche III Prospectus and the Abridged Prospectus in the Issue shall be deemed to include reference to this Addendum.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see “HISTORY AND MAIN OBJECTS” on page 162 of the Shelf Prospectus and Clause III of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled “**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**” on page 273 of the Tranche III Prospectus.

LIABILITY OF MEMBERS: Limited

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS ON THE DATE OF THE TRANCHE III PROSPECTUS: The Authorised Share Capital of the Company ₹ 1,250,000,000 divided into 12,300,00,000 Equity Shares of face value of ₹ 1 each, 4,000,000 Preference Shares of face value of ₹ 5 each Issue, Subscribed and Paid up share capital of the Company is ₹ 943,275,276 divided into 943,275,276 Equity Shares of face value of ₹ 1 each fully paid up. For information on the share capital of our Company, see “**CAPITAL STRUCTURE**” on page 61 of the Tranche III Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed of face value of ₹ 10 each by them at the time of signing of the Memorandum of Association: Mr. Rashesh Shah - 20 Equity Shares, Ms Vidya Shah - 10 Equity Shares, Mr Urvish Mody - 10 Equity Shares, Ms Shilpa Mody - 10 Equity Shares, Ms Sharmista Shah - 10 Equity Shares, Ms Vijaya Vaidyanath - 20 Equity Shares and Ms Padma Sridhar - 20 Equity Shares.

LISTING: The NCDs offered through the Shelf Prospectus and Tranche III 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.

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

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

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 rating letter dated December 02, 2022, revalidated vide their letters dated February 6, 2023 and June 22, 2023 with rating rationale dated December 01, 2022 and June 22, 2023 and “ACUITE A+/Stable” (read as ACUITE A Plus) for an amount of ₹ 15,000 million by Acuite vide their rating letter with rating rationale dated July 3, 2023. The ratings given by the Credit Rating Agencies are valid as on the date of the Tranche III 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 the Tranche III Prospectus and https://www.acuite.in/documents/ratings/revised/28329-RR-20230703.pdf for the rating letters, rationale and press release of the above rating.

GENERAL RISK: 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 titled “**Risk Factors**” and “**Material Developments**” on pages 18 and 143 of the Tranche III Prospectus, before making an investment in such Issue. The Tranche III 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 Indian or do they guarantee the accuracy or adequacy of this document.

AVAILABILITY OF APPLICATION FORM: Application forms can be obtained from the Issuer: Edelweiss Financial Services Limited; Lead Manager: Equirus Capital Private Limited , Consortium Members to the Issue, the Registrar to the Issue. Trading Members and Designated Branches of the SCSBs. Electronic Application Forms will also be available on the websites of BSE.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Tranche III Prospectus and the Risk Factors on page 18 of the Tranche III Prospectus before applying in the Tranche III Issue. Physical copy of the Prospectus may be obtained from the Registered Office and the Corporate Office of the Company or from the office of the Lead Manager, Consortium Members for marketing of the Issue, the Registrar to the Issue and the designated branches of the SCSBs. Full copy of the Prospectus is available on the websites of the Issuer/Lead Manager/BSE at www.edelweissfin.com, www.equirus.com and www.bseindia.com respectively.

PUBLIC ISSUE ACCOUNT BANK AND REFUND BANK: ICICI Bank Limited. ICICI Bank Tower, Bandra Kurla Complex Bandra, Mumbai.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE TO THE ISSUE	CREDIT RATING AGENCY		STATUTORY AUDITOR
 Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parcel, Mumbai 400 013 Tel: +91 22 4332 0736 Fax: +91 22 4332 0750 Email: efslncd@equirus.com Website: www.equirus.com Contact person: Malay Shah	 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 6716 1563 Email: efsln3.ncdipo@kfintech.com Website: www.kfintech.com Contact Person: M Murali Krishna	 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 Website: www.beacontrustee.co.in Contact Person: Kaustubh Kulkarni	 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 Website: www.acuite.in Contact Person: Chitra Mohan	 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	S. R. Batliboi & Co. LLP 12th Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai 400 028 Maharashtra, India Tel: + 91 22 6819 8000 Email: srbc@srb.in Contact Person: Shrawan Jalan

***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 III Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Tranche III Issue.

COMPANY SECRETARY AND COMPLIANCE OFFICER: Mr. Tarun Khurana, Company Secretary and Compliance Officer, 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 22 4086 3610, Email: efslncd@edelweissfin.com

For further details refer to section titled “Issue Related Information” on page 207 of the Tranche III Prospectus. Allotment in the public issue of debt securities should be made on the basis of date of upload of each application into the electronic book of the stock exchange. However, on the date of oversubscription and thereafter, the allotments should be made to the applicants on proportionate basis. For further details please refer the Tranche III Prospectus.

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

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 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. CRISIL Ratings or its associates may have other commercial transactions with the company/entity.

DISCLAIMER: Edelweiss Financial Services Limited (“Company”), subject to market conditions, and other considerations, is proposing a public issue of secured redeemable non-convertible debentures (“NCDs”) and has filed a Shelf Prospectus dated December 27, 2022 (“Shelf Prospectus”) and Tranche III Prospectus dated June 28, 2023 (“Tranche III Prospectus”) (collectively, the “Prospectus”) with the Registrar of Companies, Mumbai, Maharashtra (“RoC”), BSE Limited (“BSE”) and Securities and Exchange Board of India (“SEBI”). The Prospectus is available on the website of the Company at https://www.edelweissfin.com, on the website of BSE at www.bseindia.com, on the website of the lead manager at www.equirus.com and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Issue should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus, including the section titled “Risk Factors” and “Material Developments” beginning on page 18 and 143 respectively of the Tranche III Prospectus.

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Prospectus

For Edelweiss Financial Services Limited

Place : Mumbai
Date : July 4, 2023

Sd/-
Tarun Khurana
Company Secretary & Compliance Officer