

Edelweiss Financial Services Limited announces Public Issue of Secured Redeemable Non-Convertible Debentures (NCDs) for an amount upto ₹2,000 million

- Effective Yield of up to 10.46 per annum*
- Credit Rating: CRISIL AA-/Negative by CRISIL Ratings Limited
- Trading in dematerialized form only
- Allotment, in consultation with BSE Limited (the “**Designated Stock Exchange**”), shall be made on the basis of date of upload of each application into the electronic book of BSE Limited. However, on the date of oversubscription and thereafter, the allotments shall be made to the applicants on proportionate basis***.

Mumbai, October 4, 2023: Edelweiss Financial Services Limited (“**EFSL**”/ “**Company**”), announced the public issue of Secured Redeemable Non-Convertible Debentures (“**NCDs**”) of the face value of ₹1,000 each for an amount up to ₹1,000 million (“**Base Issue Size**”), with a green shoe option of up to ₹ 1,000 million, cumulatively aggregating up to ₹ 2,000 million (“**Issue Limit**”) (“**Issue**”).

There are ten series of NCDs carrying fixed coupons and having tenure of 24 months, 36 months, 60 months and 120 months with annual, monthly and cumulative interest options. Effective annual yield for NCDs ranges from 8.94% p.a. to 10.46% p.a.

The Issue is scheduled to open on October 6, 2023 and close on October 19, 2023**

At least 75% of the funds raised through this Issue will be used for the purpose of repayment /prepayment of interest and principal of existing borrowings of the Company and the balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Issue, in compliance with the Securities and Exchange Board of India (Issue And Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time (“**SEBI NCS Regulations**”).

The additional incentive will be maximum of 0.20% p.a. for all categories of Investors in the proposed Issue, who are also holders of debentures(s)/bond(s) previously issued by the Company, and/ or ECL Finance Limited, Nido Home Finance Limited (Formerly known as Edelweiss Housing Finance Limited), and Edelweiss Retail Finance Limited as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the preceding working Friday to the deemed date of allotment.

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 September 1, 2023 with rating rationale dated August 31, 2023.

Trust Investment Advisors Private Limited and Nuvama Wealth Management Limited# are the Lead Managers of this NCD Issue. The NCDs will be listed on BSE Limited to provide liquidity to the investors.

Nuvama Wealth Management Limited is deemed to be an associate of the Issuer, as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, Nuvama Wealth Management Limited would be involved only in marketing of the Issue and as per Regulation 25 (3) of SEBI NCS Regulations and shall not issue a due diligence certificate.

About Edelweiss Financial Services Limited:

Edelweiss Financial Services Limited (“**EFSL**”), was incorporated on November 21, 1995 under the name Edelweiss Capital Limited and started operations as an investment banking firm after receipt of a Category II license from SEBI. Edelweiss Capital Limited subsequently received a Category I Merchant Banker license from SEBI with effect from October 16, 2000. The name of Edelweiss Capital Limited was changed to ‘Edelweiss Financial Services Limited’ with effect from August 1, 2011.

EFSL was listed in December 2007 under the symbols NSE: EDELWEISS, BSE: 532922, Reuters: EDEL.NS and EDEL.BO and Bloomberg: EDEL IS and EDEL IB. The Corporate Identity Number of EFSL is L99999MH1995PLC094641.

After commencing the business as an investment banking firm, EFSL through its subsidiaries has diversified its businesses to include credit including retail and corporate credit, asset management including mutual fund and alternatives asset management businesses, asset reconstruction, insurance both life and general insurance business, and wealth management businesses. However, Edelweiss Gallagher Insurance Brokers Limited (“EGIBL”) has ceased to be a subsidiary of the Issuer with effect from October 18, 2021. Further, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (“NWML”) has ceased to be an Associate of the Issuer with effect from March 30, 2023. EFSL believes that their focus on product innovation and a seamless customer experience has helped expand their retail footprint to approximately ~5 million customers. Its research driven approach and consistent ability to capitalize on emerging market trends has further enabled it to foster strong relationships across client segments including corporates, institutions (both domestic and international), high networth individuals and retail clients. It has a pan-India and international network with 242 domestic offices, and 3 international offices (total 245 offices) and employed 6,062 employees as at June 30, 2023. The group comprises of 28 subsidiaries as at June 30, 2023.

DISCLAIMER

*For further details refer to section titled “Issue Related Information” on page 262 of the Prospectus dated September 22, 2023.

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

**The 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 Issue may close on such earlier date or extended date (subject to a maximum period of 30 days from the date of the Prospectus) as may be decided by the Board of Directors of the Issuer or the Debenture Fund Raising Committee. Pursuant to Regulation 33A of the SEBI NCS Regulations, (i) the 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 Issuer shall extend the 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 Issuer may, for reasons to be recorded in writing, extend the 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 Issue, the Issuer 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 Issue closure. On the 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 49 of the Prospectus dated September 22, 2023.

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 prospectus dated September 22, 2023 (“Prospectus”) with the Registrar of Companies, Maharashtra at Mumbai (“RoC”), BSE Limited (“BSE”) and Securities and Exchange Board of India (“SEBI”). The Prospectus is available on the website of the Company at www.edelweissfin.com, on the website of BSE at www.bseindia.com, on the website of the lead managers at www.trustgroup.in and www.nuvama.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 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 203 respectively of the Prospectus.

Capitalised terms not defined herein shall have the same meaning as assigned to such terms in the Prospectus.

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

For all Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Edelweiss Retail Finance Limited, and Nido Home Finance Limited (*formerly known as Edelweiss Housing Finance Limited*) as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the preceding working Friday to 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 Issue, who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Nido Home Finance Limited (formerly known as Edelweiss Housing Finance Limited), and Edelweiss Retail Finance Limited as the case may be, and/or are equity shareholder(s) of the Company as the case may be, on the preceding working Friday to the Deemed Date of Allotment.

On any relevant Record Date, the Registrar and/or our Company shall determine the list of the Primary holder(s) of this Issue and identify such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders) and make the requisite payment of additional incentive. The additional incentive will be given only on the NCDs allotted in this Issue i.e., to the Primary holder(s). In case if any NCD is bought/acquired from secondary market or from open market, additional incentive will not be paid on such bought/acquired NCD.

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

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.

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DISCLAIMER STATEMENT OF CRISIL

CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the material based on the information provided by its client and / or obtained by CRISIL Ratings from sources which it considers reliable (information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. The rating is not a recommendation to invest / disinvest in any entity covered in the material and no part of the material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of the material. Without limiting the generality of the foregoing, nothing in the material is to be construed as CRISIL Ratings providing or intending to provide any services in jurisdictions where CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. Edelweiss Financial Services Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the material or part thereof outside India. Current rating status and CRISIL Ratings' rating criteria are available without charge to the public on the website, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact customer service helpdesk at 1800-267-1301.

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