

EW/Sec/2024-25/117

June 28, 2024

BSE Limited P J Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code:- 532922	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol:- EDELWEISS
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SUB: PUBLIC ISSUE BY EDELWEISS FINANCIAL SERVICES LIMITED (THE "ISSUER" / THE "COMPANY") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDS" OR "DEBENTURES") 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 20,00,000 NCDs FOR AN AMOUNT AGGREGATING UP TO ₹ 2,000 MILLION ("ISSUE LIMIT"), HEREINAFTER REFERRED TO AS THE "ISSUE". THE NCDs WILL BE ISSUED ON THE TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS DATED JUNE 28, 2024 (THE "PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). 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 NCS MASTER CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.

DISCLOSURE OF MATERIAL EVENTS / INFORMATION BY LISTED ENTITIES UNDER REGULATIONS 30 AND 30A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ("LISTING REGULATION").

Dear Sir/Madam,

Pursuant to the provisions of the Listing Regulations, as amended, we hereby inform you that a meeting of the Debenture Fund Raising Committee (the Committee) of Edelweiss Financial Services Limited ("**Company**" or "**Issuer**") was held on June 28, 2024, wherein the Committee has *inter alia* considered and approved the public issue of Secured, Redeemable, Non-convertible Debentures of the face value of ₹1,000 each ("**NCDs**") for an amount up to ₹ 1,000 million ("**Base Issue Size**") with a green shoe option of upto ₹ 1,000 million, cumulatively aggregating up to 20,00,000 NCDs for an amount aggregating up to ₹ 2,000 million ("**Issue Limit**") (hereinafter referred to as the "**Issue**").

The details as per the SEBI Master Circular for compliance with provisions of the Listing Regulations read with the Circulars issued thereunder, are provided as under:

Issuer	Edelweiss Financial Services Limited
Type of instrument	Secured, Redeemable, Non-Convertible Debentures
Mode of the Issue	Public Issue
Issue	Public Issue of Secured Redeemable Non-convertible Debentures of the face value of ₹ 1,000 (NCDs) for an amount up to ₹ 1,000 million with a green shoe option of up to ₹ 1,000 million, cumulatively aggregating up to ₹ 2,000 million.
Tenor, Coupon, Redemption Amount, Redemption Date, Schedule of Payment of Interest and Principal	Please refer Annexure A
Credit Ratings	<p>The NCDs proposed to be issued under the Public Issue have been rated “CRISIL A+/Watch Negative (placed on ‘Rating Watch with Negative Implications’) for an amount of ₹ 15,000 million by CRISIL Ratings Limited vide their rating letter dated June 10, 2024 with rating rationale dated June 7, 2024.</p> <p>The NCDs with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The rating watch reflects an emerging situation, which may affect the credit profile of the Company. The rating given by the Crisil is valid as on the date of this Prospectus and shall remain valid until the rating is 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. The rating is not a recommendation to buy, sell or hold securities and Investors should take their own decisions.</p> <p>Please refer to Annexure A of the Prospectus for the rating letter, rationale and press release of the rating. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus.</p>

Listing	<p>The NCDs are proposed to be listed on BSE Limited (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.</p>
Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed in the Prospectus	<p>The principal amount of the NCDs to be issued in terms of the Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by way of <i>pari passu</i> charge in favor of the Debenture Trustee on the assets of the entities permissible under the applicable law and/or the Issuer 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 Issuer, created in favour of the Debenture Trustee, and/or over the Pledged Securities in favour of the Debenture Trustee for the benefit of the NCD 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. 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 the Issuer 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, the Issuer 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 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 “Terms of the Issue - Security” on page 256.</p>

Deemed date of Allotment	<p>The date on which the Board of Directors/or the Debenture Fund Raising Committee approves the Allotment of the NCDs for the 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. 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 (as specified for the Issue by way of the Prospectus) shall be available to the NCD Holders from the Deemed Date of Allotment.</p>
Special right/ interest/ privileges attached to the instrument, and changes thereof	<p>None</p>
Default in payment of interest / principal	<p>The Issuer shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, refunds, 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 or as specified in the Prospectus, as the case may be.</p> <p>The Issuer shall pay at least 2% (two per cent) per annum to the NCD holder, over and above the agreed coupon rate, till the execution of the trust deed if the Issuer fails to execute the trust deed within such period as prescribed under applicable law or at any other rate as prescribed under applicable laws, whichever is lower.</p>
Details of any letter or comments regarding payment / non-payment of interest, principal on due dates, or any other matter concerning the security and / or the assets along with it comments thereon, if any	<p>None</p>
Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issues) and debentures	<p>Not Applicable</p>

The Issue shall remain open for subscription on working days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated in this Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Issuer or the Debenture Fund Raising Committee, thereof. 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 (ii) in case of force majeure, banking strike or similar circumstances, the Company 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 this 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 and a regional daily at the place where the registered office of the Issuer is situated on or before such earlier or initial date of Issue closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 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, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 pm 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 5:00 p.m. (Indian Standard Time) on next Working Day after the Issue Closing Date.

Further, the Debenture Fund Raising Committee has approved the Prospectus dated June 28, 2024 to be filed with the Registrar of Companies, Maharashtra at Mumbai, the Securities and Exchange Board of India and BSE Limited.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Financial Services Limited

Tarun Khurana
Company Secretary

Encl : as above

Annexure A

Specific terms for NCDs

Series	I	II	III	IV**	V	VI	VII	VIII	IX	X	XI	XII
Frequency of Interest Payment	Annual	NA	Monthly	Annual	NA	Monthly	Annual	NA	Annual	Monthly	Annual	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	60 months	120 months	120 months	120 months
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	9.50%	NA	9.57%	10.00%	NA	10.04%	10.50%	NA	10.50%	10.49%	11.00%	11.00%
Effective Yield (per annum) for NCD Holders in Category I, II, III & IV	9.50%	9.50%	10.00%	10.00%	10.00%	10.51%	10.49%	10.50%	10.50%	11.00%	10.99%	10.99%
Mode of Interest Payment	Through various modes available											
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹ 1,000	₹ 1,199.10	₹ 1,000	₹ 1,000	₹ 1,331.00	₹ 1,000	₹ 1,000	₹ 1,647.90	Staggered Redemption in Three (3) annual payments of ₹250.00 each in 3rd and 4th Anniversary and ₹ 500.00 on 5th Anniversary*	₹ 1,000	₹ 1,000	Staggered Redemption in Five (5) annual payments of ₹ 200 each, starting from 6th Anniversary* until Maturity
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	60 Months	120 months	120 months	120 Months

Redemption Date / Redemption Schedule	24 months	24 months	36 months	36 months	36 months	60 months	60 months	60 months	Staggered Redemption by Face Value as per "Principal Redemption Schedule and Redemption Amounts"	120 months	120 months	Staggered Redemption by Face Value as per "Principal Redemption Schedule and Redemption Amounts"
Put and Call Option	NA											

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

Set out below is the principal redemption schedule and the redemption amount for the Series IX NCDs and Series XII NCDs in relation to which the principal outstanding will be redeemed in a staggered manner:

Principal Redemption Schedule and Redemption Amounts

Series Tenure	Series IX 60 Months		Series XII 120 Months	
	Redemption Schedule	Principal Outstanding	Redemption Schedule	Principal Outstanding
	Face Value	₹1,000.00	₹1,000.00	₹ 1,000.00
1st Anniversary*	₹0.00	₹1,000.00	₹ 0.00	₹1,000.00
2nd Anniversary*	₹0.00	₹1,000.00	₹ 0.00	₹1,000.00
3rd Anniversary*	₹250.00	₹750.00	₹ 0.00	₹1,000.00
4th Anniversary*	₹250.00	₹500.00	₹ 0.00	₹1,000.00
5th Anniversary*	₹500.00	₹0.00	₹ 0.00	₹1,000.00
6th Anniversary*	NA	NA	₹200.00	₹800.00
7th Anniversary*	NA	NA	₹200.00	₹600.00
8th Anniversary*	NA	NA	₹200.00	₹400.00
9th Anniversary*	NA	NA	₹200.00	₹200.00
10th Anniversary*	NA	NA	₹200.00	₹0.00

**of Deemed Date from Allotment*