



July 04, 2022

**Public Issue of Secured Redeemable NCD****Key Issue Details:**

Issue Key Highlights	Issue Size	Institutional Category (I) (10%)	Non Institutional Category (II) (10%)	HNI (III) (40%)	Retail Individual Investor (IV) (40%)
<b>Issue Opens: July 05, 2022</b>	Basic: Rs. 150 Cr	Rs. 15 Cr	Rs.15 Cr	Rs. 60 Cr	Rs. 60 Cr
<b>Issue Closes*: July 26, 2022</b>	Shelf: Rs. 300 Cr	Rs. 30 Cr	Rs.30 Cr	Rs. 120 Cr	Rs. 120 Cr

**\*Note:**

Allotment on First cum First Serve Basis.

With an option for early closure or extension, Persons resident outside India and foreign entities not allowed, Issue shall remain open from 10 am to 5 pm on Working Days

**The Specific Terms of Each Series of NCDs are set out below:**

Series	I	II	III	IV*	V	VI	VII	VIII	IX	X
<b>Face Value per NCD</b>	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1000	1000
<b>Minimum Application</b>	Rs. 10,000/- (10 NCDs) and thereafter in multiples of Rs.1,000/- (1 NCD) Across All Series									
<b>Type of Instrument</b>	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured
<b>Tenor</b>	24 Months	24 Months	36 Months	36 Months	36 Months	60 Months	60 Months	60 Months	120 Month	120 Month
<b>Interest Payment Frequency</b>	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual
<b>Coupon (%) for NCD Holders Category I, II, III,IV</b>	8.75%	NA	8.80%	9.15%	NA	9.16%	9.55%	NA	9.53%	9.95%
<b>Effective Yield for NCD Holders (%p.a.) Category I &amp; II Category I, II, III,IV</b>	8.74%	8.75%	9.15%	9.14%	9.15%	9.55%	9.54%	9.55%	9.95%	9.94%
<b>Amount (Rs. / NCD) on Maturity Category I, II, III,IV</b>	1000	1182.95	1000	1000	1300.70	1000	1000	1578.25	1000	1000
<b>Mode of Interest Payment</b>	Through Various Modes Available									
<b>Rating</b>	CRISIL AA/Negative, by CRISIL Ratings Limited and ACUITE AA/ Negative, by ACUITE									
<b>Application Mode</b>	Compulsorily ASBA over Rs. 2,00,000/- (UPI Option available up to Rs. 5,00,000/- Application Amount)									

- \* Our Company shall allocate and allot Series IV NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.
- With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.
  - With respect to Series where interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.
  - Subject to applicable tax deducted at source, if any.
  - Please refer to Annexure D for details pertaining to the cash flows of the Company in accordance with the SEBI Operational circular.

All Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Edelweiss Financial Services Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Edelweiss Finance & Investments Limited as the case may be, and/or are equity shareholder(s) of Edelweiss Financial Services Limited as the case may be, on the Deemed Date of Allotment 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 Financial Services Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Edelweiss Finance & Investments Limited as the case may be, and/or are equity shareholder(s) of Edelweiss Financial Services Limited as the case may be, on the Deemed Date of Allotment applying in Series II, Series V and/or VIII, the maturity amount at redemption along with the additional yield would be ₹ 1,187.30 per NCD, ₹ 1,307.90 per NCD and/or ₹ 1,592.70 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, Edelweiss Financial 220 Services Limited, Edelweiss Housing Finance Limited Edelweiss Retail Finance Limited and Edelweiss Finance & Investments Limited as the case may be, and/or are equity shareholder(s) of Edelweiss Financial Services Limited as the case may be, on the deemed date of allotment.

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

<b>Issuer</b>	<b>Edelweiss Broking Limited</b>
<b>Issue</b>	Public issue by the Company of secured redeemable non-convertible debentures of face value of Rs.1,000 each ("NCDs") for an amount up to Rs. 150 Crores ("Base Issue Size") with a green shoe option of Rs. 150 Crores aggregating up to Rs. 300 Crores.
<b>Issue Size</b>	<b>Rs. 300 Crores.</b>
<b>Object of the Issue</b>	1. Working Capital Purpose. 2. General Corporate Purposes*
<b>FV &amp; Issue Price</b>	Rs.1,000/- per NCD
<b>Type / Nature of Instrument</b>	Public Issue of Secured Redeemable NCDs
<b>Rating</b>	CRISIL AA/Negative, by CRISIL Ratings Limited and ACUITE AA/ Negative, by ACUITE
<b>Deemed Date of Allotment</b>	The date on which the Board of Directors/or the Debenture 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 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 shall be available to the Debenture Holders from the Deemed Date of Allotment.
<b>Record Date</b>	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 (fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors or the Debenture Committee or such other Committee (as may be authorised by the Board in this regard from time to time) 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. 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.
<b>Issuance and Trading Mode of Allotment</b>	Compulsorily in dematerialized form**
<b>Tranche Issue opening date</b>	July 05, 2022
<b>Tranche Issue closing date</b>	July 26, 2022***
<b>Minimum Subscription</b>	75% of the Base Issue (Rs. 1,125 Mn.)
<b>Listing of NCDs</b>	To be listed on BSE
	To be listed within six Working Days from the date of Issue Closure
<b>Debenture Trustee</b>	Beacon Trusteeship Limited****
<b>Registrar</b>	KFin Technologies Limited (formerly known as KFIN Technologies Private Limited)
<b>Lead Managers</b>	Equirus Capital Private Limited and Edelweiss Financial Services Limited (*Deemed to be an associate as per SEBI Regulations, 1992)
<b>Market Lot/ Trading Lot</b>	The market lot will be 1 Debenture ("Market Lot"). 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>Depositories</b>	NSDL & CDSL

\* 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 10% of the amount raised in the Issue, in compliance with the SEBI NCS Regulations

\*\* 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 Committee. 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 see "General Information" on page 49 in the prospectus

\*\*\*\* Beacon Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated June 17, 2022, given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue

## Issuer Overview:

The company offers a wide range of financial services including broking services, distribution of financial products, short term funding for employee stock option schemes and margin trade financing facility. It is one of the leading brokers and distributors in India. The company offers its broking services through proprietary state of the art Website, Mobile Application, Terminal and API based trading platforms. Edelweiss Broking has over 0.3 million of active client base and INR1.5 trillion of client assets spread across wide number of active broking accounts as of 31 March 2022

**Types of Investors: Who can apply**

Category I – Institutional Investors - 10% of Overall Issue Size	Category II – Non Institutional Investors - 10% of Overall Issue Size	Category III – High Net Worth Individual - 40% of Overall Issue Size	Category IV – Retail Individual Investor - 40% of Overall Issue Size
<ul style="list-style-type: none"> <li>Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorised to invest in the NCDs;</li> <li>Provident funds, pension funds 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 IRDA;</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, a nonbanking financial company registered with the Reserve Bank of India 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</li> <li>Mutual Funds registered with SEBI</li> </ul>	<ul style="list-style-type: none"> <li>Companies within the meaning of section 2(20) of the Companies Act, 2013;</li> <li>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>Public/private charitable/ religious trusts which are authorised to invest in the NCDs;</li> <li>Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>Partnership firms in the name of the partners;</li> <li>Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);</li> <li>Association of Persons; and</li> <li>Any other incorporated and/ or unincorporated body of persons</li> </ul>	<ul style="list-style-type: none"> <li>Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above Rs. 1 million across all Series of NCDs in Issue.</li> </ul>	<ul style="list-style-type: none"> <li>Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including Rs. 1 million across all Series of NCDs in Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than Rs 200,000, or any other investment limit, as applicable and prescribed by SEBI from time to time, in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.</li> </ul>

**Applications cannot be made by:**

- Minors without a guardian name (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form);
- Foreign nationals;
- Persons resident outside India;
- Foreign Institutional Investors;
- Non Resident Indians;
- Qualified Foreign Investors;
- Overseas Corporate Bodies;
- Foreign Venture Capital Funds;
- Persons ineligible to contract under applicable statutory/ regulatory requirements.

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