



September 30, 2022

Public Issue of Secured Redeemable NCD – Tranche II**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%)
Issue Opens: October 03, 2022	Basic: Rs. 200 Cr	Rs. 20 Cr	Rs.20 Cr	Rs. 80 Cr	Rs. 80 Cr
Issue Closes*: October 17, 2022	Shelf: Rs. 1,000 Cr	Rs. 100 Cr	Rs.100 Cr	Rs. 400 Cr	Rs. 400 Cr

Note: Allotment on First Come 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
Face Value per NCD	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1000	1000
Minimum Application	10 NCDs (Rs.10, 000) & in multiple of 1NCD									
Type of Instrument	Secured	Secured	Secured	Secured	Secured	Secured	Secured	Secured		
Tenor	24 Months	24 Months	36 Months	36 Months	36 Months	60 Months	60 Months	60 Months	120 Month	120 Month
Interest Payment Frequency	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual
Coupon (%) for NCD Holders Category I, II, III,IV	8.85%	NA	8.90%	9.25%	NA	9.35%	9.75%	NA	9.65%	10.10%
Effective Yield for NCD Holders (%p.a.) Category I & II Category I, II, III,IV	8.84%	8.85%	9.27%	9.24%	9.25%	9.75%	9.74%	9.75%	10.08%	10.09%
Amount (Rs. / NCD) on Maturity Category I, II, III,IV	1,000	1,185.10	1,000	1,000	1,304.30	1,000	1,000	1,592.75	1,000	1,000
Mode of Interest Payment	Through Various Modes Available									
Rating	CRISIL AA-/Negative, by CRISIL Ratings Limited and ACUITE AA-/ Negative, by ACUITE									
Application Mode	ASBA Applicable For Minimum Application Amount Or More (UPI Option available up to Rs. 5,00,000/- Application Amount)									

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 above, except that the Tranche II 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, thereof, subject to relevant approvals. In the event of an early closure or extension of the Tranche II 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 and a regional daily with wide circulation where the registered office of the Company is located 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. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. on one Working Day post the Tranche II Issue Closing Date.

*The 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 of the Tranche II Prospectus 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 Broking Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments 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 Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company, and/ or ECL Finance Limited, Edelweiss Broking Limited, Edelweiss Retail Finance Limited, Edelweiss Housing Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments 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 ₹ 1,189.50 per NCD, ₹ 1,311.45 per NCD and/or ₹ 1,607.30 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 Broking Limited, Edelweiss Housing Finance Limited, Edelweiss Retail Finance Limited and Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments 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 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

Issuer	Edelweiss Financial Services Limited
Issue	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 ("Shelf Limit").
Tranche II Issue Size	Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") for an amount aggregating up to ₹2,000 million, with an option to retain over-subscription up to ₹2,000 million, aggregating up to ₹4,000 million, on the terms and in the manner set forth herein.
Object of the Issue	1. For the purpose of repayment /prepayment of interest and principal of existing borrowings of our Company. 2. General Corporate Purposes*
FV & Issue Price	Rs.1,000/- per NCD
Type / Nature of Instrument	Secured, redeemable, non-convertible debentures
Rating	CRISIL AA-/Negative, by CRISIL Ratings Limited and ACUITE AA-/ Negative, by ACUITE
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
Record Date	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 Fund Raising 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
Issuance and Trading Mode of Allotment	Compulsorily in dematerialized form**
Tranche II Issue opening date	October 03, 2022
Tranche II Issue closing date	October 17, 2022*
Minimum Subscription	75% of the Base Issue (Rs. 2,000 Mn.)
Listing of NCDs	To be listed on BSE To be listed within six Working Days from the date of Issue Closure
Debenture Trustee	Beacon Trusteeship Limited***
Registrar	KFin Technologies Limited (formerly known as KFIN Technologies Private Limited)
Lead Managers	Equirus Capital Private Limited
Market Lot/ Trading Lot	The market lot will be 1 NCD ("Market Lot")
Depositories	NSDL & CDSL

*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

**In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, our Company will undertake this public issue of the NCDs in dematerialised

form. Trading in NCDs shall be compulsorily in dematerialized form

***Beacon Trusteeship Limited has, pursuant to regulation 8 of SEBI NCS Regulations, by its letter dated November 15, 2021 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 to this Tranche II Prospectus.

Issuer Overview:

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.

After commencing the business as an investment banking firm, the Company, through its subsidiaries has now diversified its businesses to include credit including retail and corporate credit, asset management, asset reconstruction, insurance including life and general insurance business, and wealth management businesses, which are conducted through its subsidiaries. However, the Edelweiss Wealth Management ("EWM") Business and Edelweiss Gallagher Insurance Brokers Limited ("EGIBL") have ceased to be a subsidiary of our company with effect from March 26, 2021 and October 18, 2021, respectively. We believe that our research driven and client-centric approach and consistent ability to capitalise on emerging market trends has enabled us to foster strong relationships across corporate, institutional (both domestic and international), high networth individuals and retail clients

Types of Investors: Who can apply

Cat I – Institutional (10% of Issue Size)	Cat II – Non Institutional (10% of Issue Size)	Cat III – HNI (40% of Issue Size)	Cat IV – Retail (40% of Issue Size)
<ul style="list-style-type: none"> Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorised to invest in the NCDs; Provident funds, pension funds with a minimum corpus of ₹250 million, 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 IRDA; 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, 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; 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 Mutual Funds registered with SEBI 	<ul style="list-style-type: none"> 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; Public/private charitable/ religious trusts 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; 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 	<ul style="list-style-type: none"> 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 the Issue. 	<ul style="list-style-type: none"> 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.

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 and other foreign entities;
- Foreign Institutional + Portfolio 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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**Systematix Shares and Stocks (India) Limited:**

Registered and Corporate address: The Capital, A-wing, No. 603 – 606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

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