

EDELWEISS FINANCIAL SERVICES LIMITED
Public Issue of Secured Redeemable Non-Convertible Debentures

Issue Opening Date: 04th July, 2023

Issue Closing Date: 17th July, 2023

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| Issuer | Edelweiss Financial Services Limited |
| Issue Size | Base Issue Size of Rs 150 Crores with an Green Shoe Option of Rs 150 crores Aggregating to Rs 300 Crores |
| Rating | CRISIL AA-/Negative by CRISIL and ACUITE AA-/ Negative by Acuité |
| Minimum Application | Rs. 10,000 (10 NCDs) across all Series collectively |
| Mode of Allotment | Demat only |
| Face Value of Bond | Rs. 1,000/- |
| Listing | The NCDs are proposed to be listed on BSE |

Category Wise Break-up of the issue

| Category I - QIB's | Category II - Corporate's | Category III- HNI's | Category IV - Retail Individual |
|--------------------|---------------------------|---------------------|---------------------------------|
| 10% | 10% | 40% | 40% |

Specific Terms of the issue

| Series | I | II | III | IV* | V | VI | VII | VIII | IX | X |
|--|-----------|------------|-----------|-----------|------------|-----------|-----------|------------|------------|------------|
| Frequency of Interest Payment | Annual | Cumulative | Monthly | Annual | Cumulative | Monthly | Annual | Cumulative | Monthly | Annual |
| Tenor | 24 months | 24 months | 36 months | 36 months | 36 months | 60 months | 60 months | 60 months | 120 months | 120 months |
| Coupon (%) for all Investor categories | 8.95% | NA | 9.20% | 9.60% | NA | 9.67% | 10.10% | NA | 10.00% | 10.45% |
| Effective Yield | 8.94% | 8.95% | 9.59% | 9.59% | 9.60% | 10.10% | 10.09% | 10.10% | 10.46% | 10.44% |
| Amount (Rs./NCD) on maturity | Rs 1000 | Rs 1187.30 | Rs 1000 | Rs 1000 | Rs 1317.00 | Rs 1000 | Rs 1000 | Rs 1618.70 | Rs 1000 | Rs 1000 |

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

The additional incentive will be maximum of 0.20% p.a. for all Category of Investors in the proposed Issue

1. 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.
2. 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.
3. Subject to applicable tax deducted at source, if any.
4. 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 Tranche III 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 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 Tranche III 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 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 Tranche III 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 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 Tranche III 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 Tranche III 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 Tranche III 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.

WHO CAN APPLY?

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| <p>Category I - Institutional Investors (QIB'S)</p> | <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, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; • Venture Capital Funds/ Alternative Investment Fund 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; • 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; and • Mutual Funds. • Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements. |
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| <p>Category II - Non Institutional Investors (Corporate's)</p> | <ul style="list-style-type: none"> • Companies within the meaning of section 2(20) of the Companies Act, 2013; • Co-operative banks, and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Statutory Bodies/Corporations, 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 |
| <p>Category III - HNI's</p> | <ul style="list-style-type: none"> • Resident Indian individuals • Hindu Undivided Families through the Karta. <p>Applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue</p> |
| <p>Category IV- Retail Individual's</p> | <ul style="list-style-type: none"> • Resident Indian individuals • Hindu Undivided Families through the Karta. <p>Applying for an amount aggregating up to and including ₹10,00,000 across all options of NCDs in this Tranche III 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 III Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.</p> |
| <p>Application cannot be made by :</p> | <ul style="list-style-type: none"> • Minors without a guardian name*(A guardian may apply on behalf of a minor. However, Applications by minor must be made through Application Forms that contain the names of both the minor Applicant and the guardian); • Foreign nationals, NRI inter-alia including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA; • Persons resident outside India and other foreign entities; • Foreign Institutional Investors; Foreign Portfolio Investors; • Foreign Venture Capital Investors • Qualified Foreign Investors; Overseas Corporate Bodies; and • Person's ineligible to contract under applicable statutory/regulatory requirements. • Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872 |

Note: Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/ or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

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