



(Please scan the QR Code to view the Abridged Prospectus)

EDELWEISS FINANCIAL SERVICES LIMITED

Edelweiss Financial Services Limited (the "Company" or "Issuer") was incorporated at Mumbai on November 21, 1995 as a public limited company with the name 'Edelweiss Capital Limited' under the provisions of the Companies Act, 1956. Thereafter, a certificate of commencement of business was issued to the Company by the Registrar of Companies Maharashtra, at Mumbai, ("RoC"), on January 16, 1996. Subsequently, the name of the Company was changed to 'Edelweiss Financial Services Limited' pursuant to a fresh certificate of incorporation issued by the RoC on August 1, 2011. For more information about the Issuer, please refer "General Information" and "History and Main Objects" on pages 49 and 136 of the Prospectus.

Registered & Corporate Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India; **Tel.:** +91 22 4079 5199; **CIN:** L99999MH1995PLC094641; **PAN:** AAACE1461E; **Website:** www.edelweissfn.com; **Email:** efslncd@edelweissfn.com

Company Secretary and Compliance Officer: Mr. Tarun Khurana; **Tel.:** +91 22 4079 5199; **Email:** efslncd@edelweissfn.com; **Chief Financial Officer:** Ms. Ananya Suneja; **Tel.:** +91 22 4079 5199; **Email:** efslncd@edelweissfn.com, **Link to download Abridged Prospectus:** <https://www.edelweissfn.com/wp-content/uploads/2024/01/Edelweiss-Financial-Services-Limited-Abridged-Prospectus.pdf>

Our Promoters:

(i) Rashesh Chandrakant Shah; **Email:** efslncd@edelweissfn.com; **Tel.:** +91 22 4079 5199; (ii) Venkatchalam A Ramaswamy; **Email:** efslncd@edelweissfn.com; **Tel.:** +91 22 4079 5199, (iii) Vidya Shah; **Email:** efslncd@edelweissfn.com; **Tel.:** +91 22 4079 5199; and (iv) Aparna T.C; **Email:** efslncd@edelweissfn.com; **Tel.:** +91 22 4079 5199. For details of our Promoters, see "Our Promoter" on page 152 of the Prospectus.

PUBLIC ISSUE BY THE ISSUER OF 25,00,000 SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs" OR "DEBENTURES") FOR AN AMOUNT UP TO ₹ 1,250 MILLION ("BASE ISSUE SIZE") WITH A GREEN SHOE OPTION OF UP TO ₹ 1,250 MILLION, CUMULATIVELY AGGREGATING UP TO ₹ 2,500 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 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

Credit Rating: "CRISIL A+/Stable (pronounced as CRISIL A plus rating with Stable outlook)" by CRISIL Ratings Limited and "ICRA A+/rating watch with negative implications (pronounced as ICRA A plus placed on rating watch with negative implications)" by ICRA Limited.

Securities with these ratings are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. Allotment on first come first serve basis*.

*Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the stock exchange in accordance with the SEBI Master Circular. However, in the event of oversubscription and thereafter, on such date, the allotments should be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 233 of the Prospectus.

ISSUE CLOSES ON TUESDAY, JANUARY 23, 2024*

Last date for submitting application is Tuesday, January 23, 2024

*Pursuant to the resolution passed by Debenture Fund Raising Committee of the Company dated January 20, 2024, the Issue will close on Tuesday, January 23, 2024. Application Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchange, 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 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 5.00 p.m. (Indian Standard Time) on one Working Day after the Issue Closing Date.

ASBA

Simple, Safe Smart way of Application!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. **Mandatory in public issues from October 1, 2018. No cheque will be accepted.**

UPI

UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹5,00,000, applying through Designated Intermediaries, SCSBs or through the BSE Direct App / Web interface of stock exchange or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 261 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in/ICICI Bank Limited has been appointed as Sponsor Bank for the issue, in accordance with the requirements of the SEBI Master Circular dated August 10, 2021 on UPI mechanism.

ADDENDUM TO THE PROSPECTUS DATED DECEMBER 29, 2023: NOTICE TO INVESTORS ("ADDENDUM")

Please note that this Addendum is with reference to the Prospectus dated December 29, 2023 ("Prospectus") filed by Edelweiss Financial Services Limited ("Company" or "Issuer") with the Registrar of Companies, Mumbai, Maharashtra and submitted to BSE Limited and the Securities and Exchange Board of India ("SEBI"), for the Issue. In this regard, please note that the Reserve Bank of India vide its Press Release bearing 2023-2024/1716 dated January 19, 2024 has stated that the Government of Maharashtra has declared Monday, January 22, 2024 as a public holiday under Section 25 of the Negotiable Instruments Act, 1881. Further, as per the BSE circular dated January 19, 2024, the Stock Exchange will also remain closed on Monday, January 22, 2024. Accordingly, the Debenture Fund Raising Committee of the Board of Directors of the Company vide resolution dated January 20, 2024 has decided to revise the Issue Closing Date from Monday, January 22, 2024 to Tuesday, January 23, 2024, in compliance of Regulation 33A of the SEBI NCS Regulations.

The Prospectus and all Issue related transaction documents and all other communication issued by the Company up to the date of this Addendum in relation to the Issue stands revised to the extent stated hereinabove and shall be read in conjunction with this Addendum and any reference to the Prospectus shall be deemed to include reference to Addendum.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "HISTORY AND MAIN OBJECTS" on page 136 of the Prospectus and Clause III of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" on page 306 of the Prospectus.

LIABILITY OF MEMBERS: Limited

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS ON THE DATE OF THE PROSPECTUS: The Authorised Share Capital of the Company is Rs. 1,250,000,000 divided into 1,23,00,00,000 Equity Shares of face value of Re 1 each and 40,00,000 Preference Shares of face value of Rs. 5 each and Issue, Subscribed and Paid-up share capital of the Company is Rs. 94,37,64,526 divided into 94,37,64,526 Equity Shares of face value of Re. 1 each fully paid up. For information on the share capital of our Company, see "CAPITAL STRUCTURE" on page 60 of the Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed of face value of Rs. 10 each by them at the time of signing of the Memorandum of Association: Mr. Rashesh Shah - 20 Equity Shares, Ms Vidya Shah - 10 Equity Shares, Mr Urvish Mody - 10 Equity Shares, Ms Shilpa Mody - 10 Equity Shares, Ms Sharmista Shah - 10 Equity Shares, Ms Vijaya Vaidyanath - 20 Equity Shares and Ms Padma Sridhar - 20 Equity Shares.

LISTING: The NCDs offered through the Draft Prospectus and Prospectus are proposed to be listed on BSE Limited ("BSE") and BSE shall be the Designated Stock Exchange. The Company has received an 'in-principle' approval from BSE vide their letter no. DCS/BM/PI-BOND/020/23-24 dated December 27, 2023.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of the BSE Limited.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by BSE is only to use the software for participating in system of making application process.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated "CRISIL A+/Stable (pronounced as CRISIL A plus rating with Stable outlook)" for an amount of ₹ 15,000 million by CRISIL vide its rating letter dated December 18, 2023 with rating rationale dated December 18, 2023. Securities with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The NCDs proposed to be issued under the Issue have also been rated "ICRA A+/rating watch with negative implications (pronounced as ICRA A plus placed on rating watch with negative implications)" for an amount of ₹ 8,680 million by ICRA vide their rating letter dated June 20, 2023, revaluated vide their letter dated December 12, 2023 and revised letter dated December 28, 2023 with rating rationale dated June 22, 2023. Securities with these ratings indicate adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. There are no unaccepted ratings or any other ratings obtained for the Issue other than as specified in the Prospectus. The rating given by the Credit Rating Agency is valid as on the date of the Prospectus, shall be valid as on the date of issuance and listing 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 the 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. This rating is not a recommendation to buy, sell or hold securities and Investors should take their own decisions. Please refer to Annexure A and Annexure B of the Prospectus for the rating letter, rationale and press release of the above rating.

GENERAL RISK: Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 18 and 203 respectively of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities. The Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any registrar of companies or any stock exchange in Indian or do they guarantee the accuracy or adequacy of this document.

AVAILABILITY OF APPLICATION FORM: Application forms can be obtained from the Issuer: Edelweiss Financial Services Limited; Lead Managers: Trust Investment Advisors Private Limited and Nuvama Wealth Management Limited, Consortium Members to the Issue, the Registrar to the Issue, Trading Members and Designated Branches of the SCSBs. Electronic Application Forms will also be available on the websites of BSE.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the Risk Factors on page 17 of the Prospectus before applying in the Issue. Physical copy of the Prospectus may be obtained from the Registered Office and the Corporate Office of the Company or from the office of the Lead Managers, Consortium Members for marketing of the Issue, the Registrar to the Issue and the designated branches of the SCSBs. Full copy of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE at www.edelweissfn.com, www.trustgroup.in, www.nuvama.com and www.bseindia.com respectively.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: ICICI Bank Limited

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE TO THE ISSUE	CREDIT RATING AGENCY (S)	STATUTORY AUDITOR		
<p>Trust Investment Advisors Private Limited 109/110, Balarama, Bandra Kurla Complex Bandra (East), Mumbai – 400 051 Maharashtra, India Tel.: +91 22 4084 5000 Fax: +91 22 4084 5066 Email: projectpragati9.trust@trustgroup.in Website: www.trustgroup.in Contact person: Hani Jalan</p>	<p>Nuvama Wealth Management Limited* (formerly known as Edelweiss Securities Limited) 801-804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel.: +91 40 4009 4400 Email: efslncd@nuvama.com Investor Grievance Email: customerservice.mb@nuvama.com Website: www.nuvama.com Contact Person: Saili Dave</p>	<p>KFIN TECHNOLOGIES LIMITED (formerly known as Kfin Technologies Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana Tel.: +91 40 6716 2222 Fax: +91 40 6716 1563 Email: efslncdipo@kfintech.com Website: www.kfintech.com Contact Person: M Murali Krishna</p>	<p>Beacon Trusteeship Limited* 7 A&B, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (East), Mumbai 400 051 Tel.: +91 22 2655 8759 Email: contact@beacontrustee.co.in Website: www.beacontrustee.co.in Contact Person: Kaustubh Kulkarni</p>	<p>CRISIL Ratings CRISIL Ratings Limited CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400076 Tel.: + 91 22 3342 3000 Email: crisilratingdesk@crisil.com Website: www.crisil.com/ratings Contact Person: Ajit Velonice</p>	<p>ICRA Limited Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025 Tel.: +91 22 6114 3406 Email: shivakumar@icraindia.com Website: www.icra.in Contact person: L Shivakumar</p>	<p>Nangia & Co. LLP, Chartered Accountants 4th Floor, Iconic Tower, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (West), Mumbai – 400 013, India Tel.: + 91 22 4474 3400 Email: info@nangia.com Contact Person: Rakesh Nangia / Jaspreet Singh Bedi</p>

*Beacon Trusteeship Limited under Regulation 8 of SEBI NCS Regulations has by its letter dated December 12, 2023 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and the Draft Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue.

*Nuvama Wealth Management Limited is deemed to be our associate 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, in relation to the issue of the NCDs.

COMPANY SECRETARY AND COMPLIANCE OFFICER: Mr. Tarun Khurana, Company Secretary and Compliance Officer, Edelweiss Financial Services Limited, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India, **Tel.:** +91 22 4099 5199; **Email:** efslncd@edelweissfn.com.

DISCLAIMER STATEMENT OF CRISIL: A rating by CRISIL Ratings reflects CRISIL Ratings' 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. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. 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. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1 800-267-1301

DISCLAIMER STATEMENT OF ICRA: ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

DISCLAIMER: 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 December 29, 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.edelweissfn.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 17 and 174 respectively of the Prospectus.

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Prospectus

For Edelweiss Financial Services Limited

Sd/-
Rashesh Shah
Chairman and Managing Director
00008322