



## EDELWEISS RETAIL FINANCE LIMITED

Our Company was originally incorporated on February 18, 1997 as private limited company under the provisions of the Companies Act, 1956 as "Affluent Dealcom Private Limited". Our Company was acquired by Edelcap Securities Limited ("Edelcap Securities") pursuant to share purchase agreement dated March 30, 2012 and was converted into a public limited company with the name changed to "Affluent Dealcom Limited" on receipt of a fresh certificate of incorporation consequent to change in status on January 1, 2014 from the Registrar of Companies, West Bengal. Subsequently our Company's name was changed to "Edelweiss Retail Finance Limited" pursuant to fresh certificate of incorporation dated January 6, 2014. Our Company has obtained a revised certificate of registration dated October 14, 2014 bearing registration no. B-05.03052 issued by the Reserve Bank of India, Kolkata regional office under section 45 IA of the Reserve Bank of India Act, 1934, to commence/carry on the business of non-banking financial institution without accepting public deposits. The registered office of our Company has been shifted from the state of West Bengal to State of Maharashtra on September 2, 2016 and fresh certificate of registration dated January 4, 2017 bearing registration number B-13.02149 has been issued by the Reserve Bank of India, Mumbai under Section 45 IA of the Reserve Bank of India Act, 1934. For further details of changes in Registered Office, please refer to the chapter titled "History, main objects and key agreements" beginning on page 112 of the Prospectus.

**Corporate Identity Number of our Company is U67120MH1997PLC285490**

**Registered Office & Corporate Office:** Edelweiss House, Off. C.S.T Road, Kalina, Mumbai - 400 098, Maharashtra, India **Tel:** +91 (22) 4009 4400; **Fax:** +91 (22) 4019 4925

**Company Secretary and Compliance Officer:** Ms. Sudipta Majumdar; **Tel:** +91 (22) 4009 4400; **Fax:** +91 (22) 4019 4925 **E-mail:** rfcompliance@edelweissfin.com; **Website:** www.edelweissretailfin.com

**Our Promoters are Edelcap Securities Limited, Edelweiss Financial Services Limited and Edelweiss Finvest Private Limited. For further details refer to the chapter "Our Promoters" on page 140 of the Prospectus.**

**PUBLIC ISSUE BY EDELWEISS RETAIL FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF 2,500,000 SECURED REDEEMABLE NON CONVERTIBLE DEBENTURES ("NCDs") OF FACE VALUE OF ₹1,000 EACH AGGREGATING UP TO ₹ 2,500 MILLION (RUPEES TWO THOUSAND AND FIVE HUNDRED MILLION), HEREINAFTER REFERRED TO AS THE "BASE ISSUE" WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ADDITIONAL 2,500,000 NCDs AMOUNTING TO ₹2,500 MILLION (RUPEES TWO THOUSAND AND FIVE HUNDRED MILLION) AGGREGATING UP TO ₹5,000 MILLION (RUPEES FIVE THOUSAND MILLION) (OVERALL ISSUE SIZE), HEREINAFTER REFERRED TO AS THE "ISSUE". THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT (AS DEFINED HEREUNDER) AND RULES MADE THEREUNDER AS AMENDED.**

**Credit Rating: 'CRISIL AA/Stable' and '[ICRA]AA' with Stable Outlook**

**Allotment on first come first serve basis<sup>#</sup>**

<sup>#</sup>Determined on the basis of Application on the electronic bidding platform of BSE Limited & National Stock Exchange of India Limited  
For detailed terms and conditions, please refer to the Prospectus dated February 27, 2018.

**The following is a summary of the terms of the NCDs to be issued pursuant to the Prospectus:**

Series	I	II	III	IV***	V	VI
Frequency of Interest Payment	Monthly	Annual	Monthly	Annual	Monthly	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 from Deemed Date of Allotment	3 years	3 years	5 years	5 years	10 years	10 years
Coupon (% per annum) for NCD Holders in Category I, II, III & Category IV	8.42%	8.75%	8.65%	9.00%	8.88%	9.25%
Effective Yield (per annum) for NCD Holders in Category I, II, III and Category IV	8.75%	8.75%	9.00%	9.00%	9.25%	9.25%
Mode of Interest Payment	Through various mode available					
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & Category IV	₹1,000/-	₹1,000/-	₹1,000/-	₹1,000/-	₹1,000/-	₹1,000/-
Maturity Date (from Deemed Date of Allotment)	3 years	3 years	5 years	5 years	10 years	10 years
Put and Call Option	NA	NA	NA	NA	NA	NA

*Institutional, Non Institutional, HNI and Retail Individual Category Investor(s) can subscribe to all series of NCDs, Subject to applicable tax deducted at source, if any.*

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

If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption dates, redemption amounts and other cash flow workings shall be changed accordingly.

### ISSUE PROGRAMME\*\*\*

#### ISSUE OPENS ON MARCH 7, 2018 | ISSUE CLOSES ON MARCH 22, 2018

\*\*\*The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Director of our Company ("Board") or by the Securities IPO Committee. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a reputed daily national newspaper with wide circulation on or before such earlier or extended date of issue closure. On the 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 BSE and NSE.

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects of our Company, see "HISTORY, MAIN OBJECTS AND KEY AGREEMENTS" on page 112 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our 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 275 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 ₹500 million divided into 5,00,00,000 Equity Shares of face value of ₹10 each and the Issue, Subscribed and Paid up share capital of the Company is ₹429.50 million divided into 42,950,000 Equity Shares of face value of ₹10 each fully paid up. For information on the share capital of our Company, see "CAPITAL STRUCTURE" on page 55 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 ₹10 each by them at the time of signing of the Memorandum of Association: Mr. Pradeep Churiwal - 100 Equity Shares and Mr. Dilip Churiwal - 100 Equity Shares

**LISTING:** The NCDs offered through the Prospectus are proposed to be listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") ("Stock Exchanges"). Our Company has received an "in-principle" approval from the BSE Limited vide its letter no. DCS/BM/PI-BOND/6/17-18 dated February 26, 2018 and NSE vide its letter no. NSE/LIST/38418 dated February 26, 2018. For the purposes of the Issue, BSE Limited shall be the Designated Stock Exchange.

**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.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by NSE Limited 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 NSE".

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by NSE to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by Company, Lead Managers, etc. is cleared or approved by NSE; 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 Issuer, its promoters, its management or any scheme or project of this Issuer.

**DISCLAIMER CLAUSE OF RBI:** The Company is having a valid Certificate of Registration dated January 4, 2017 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits / discharge of liabilities by the Company.

**CREDIT RATING:** The NCDs proposed to be issued under this Issue have been rated as 'CRISIL AA/Stable' for an amount of ₹5,000 million, by CRISIL Limited ("CRISIL") vide their credit rating letter dated February 5, 2018 as revalidated by CRISIL vide their letter dated February 23, 2018 and '[ICRA]AA' rating with Stable Outlook for an amount of ₹5,000 million, by ICRA Limited ("ICRA") vide their credit rating letter dated February 2, 2018 as revalidated by ICRA vide their letter dated February 19, 2018. The rating of NCDs by CRISIL and ICRA indicate that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk. For the rationale for these ratings, see Annexure A of the Prospectus. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

**GENERAL RISK:** For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the chapter titled "Risk Factors" beginning on page 14 of the Prospectus and "Material Developments" beginning on page 154 of the Prospectus. 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"), the Registrar of Companies, Maharashtra at Mumbai ("RoC") or any stock exchange in India.

**AVAILABILITY OF APPLICATION FORM:** Application forms can be obtained from the Issuer: Edelweiss Retail Finance Limited; Lead Managers: Axis Bank Limited and Edelweiss Financial Services Limited and offices of the Lead Brokers, Trading Members and Designated Branches of the SCSBs. Electronic Application Forms will also be available on the websites of BSE and NSE. A hyperlink of the websites of BSE and NSE for this facility will be provided on the website of the Lead Managers and the SCSBs.

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer to the Prospectus and the risk factors on page 14 of the Prospectus contained therein, 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. Full copy of the Prospectus is available on the websites of the Issuer/Lead Managers/BSE/NSE at www.edelweissretailfin.com, www.axisbank.com, www.edelweissfin.com, www.bseindia.com and www.nseindia.com respectively.

**BANKERS TO THE ISSUE / ESCROW COLLECTION BANK(s):** IndusInd Bank Limited, Axis Bank Limited, ICICI Bank Limited and HDFC Bank Limited

**REFUND BANK:** HDFC Bank Limited

#### LEAD MANAGERS TO THE ISSUE

#### DEBENTURE TRUSTEE\*

#### REGISTRAR TO THE ISSUE



**AXIS BANK LIMITED**  
Axis House, 8th Floor, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai - 400 025, Maharashtra, India  
**Tel.:** +91 22 6604 3293  
**Fax:** +91 22 2425 3800  
**Email:** erf1.2018@axisbank.com  
**Website:** www.axisbank.com  
Investor Grievance email: sharad.sawant@axisbank.com  
**Contact Person:** Mr Vikas Shinde  
**Compliance Officer:** Mr Sharad Sawant  
**SEBI Registration No.:** INM000006104



**EDELWEISS FINANCIAL SERVICES LIMITED\*\***  
Edelweiss House, Off CST Road, Kalina, Mumbai 400 098, Maharashtra, India  
**Tel:** +91 22 4086 3535  
**Fax:** +91 22 4086 3610  
**Email:** erf1.ncd@edelweissfin.com  
**Investor Grievance Email:** customerservice.mb@edelweissfin.com  
**Website:** www.edelweissfin.com  
**Contact Person:** Mr. Mandeep Singh/ Mr. Lokesh Singh  
**Compliance Officer:** Mr B Renganathan  
**SEBI Registration No.:** INM0000010650



**IDBI Trusteeship Services Limited\***  
Asian Building, Ground floor, 17, R Kamani Marg, Ballard Estate, Mumbai-400 001, Maharashtra, India  
**Tel:** 022 4080 7000;  
**Fax:** 022 6631 1776/ 4080 7080;  
**Email:** itsl@idbitrustee.com;  
**Investor Grievance email:** response@idbitrustee.com  
**Website:** www.idbitrustee.com  
**Contact Person:** Mr Naresh Sachwani / Mr Swapneil Tiwari  
**Compliance Officer:** Mr Shivaji Gunware  
**SEBI Registration Number:** IND00000460



**Karvy Computershare Private Limited**  
Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, India  
**Tel:** 040 - 6716 2222  
**Fax:** 040 - 2343 1551  
**Email:** einward.ris@karvy.com  
**Investor Grievance Email:** erf1.ncdipo@karvy.com  
**Website:** www.karisma.karvy.com  
**Contact Person:** Mr. M Murali Krishna  
**SEBI Registration Number:** INR000000221  
**Compliance Officer:** Rakesh Santhalia  
**CIN:** U72400TG2003PTC041636

\*IDBI Trusteeship Services Limited under regulation 4(4) of SEBI Debt Regulations has by its letter no. 9031/ITSL/OPR/2017-18 dated February 2, 2018 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs, issued pursuant to this Issue.

A copy of the Prospectus has been filed with the Registrar of Companies, Maharashtra at Mumbai in terms of Section 26 and 31 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please refer to the section titled "Material Contracts and Documents for Inspection" on page 275 of the Prospectus.

\*\* EFSL 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, EFSL would be involved only in marketing of the Issue.

#### CORRIGENDUM NOTICE TO THE PUBLIC

This Addendum cum Corrigendum should be read along with the Prospectus dated February 27, 2018 filed with the RoC, BSE, NSE (the "Prospectus"). All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Prospectus. Investors may please note the following updates/ amendments to the Prospectus:

- I. SEBI Registration Number of IDBI Trusteeship Services Limited on the cover page of the Prospectus, is replaced with IND000000460;
- II. On page 250 of the Prospectus, "EHFL NCD Public Issue - Escrow Account" is replaced with "ERFL NCD Public Issue - Escrow Account";
- III. The details of Karvy Computershare Private Limited appearing on the cover page, is replaced with the following:  
Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nankramguda, Hyderabad 500 032, Telangana, India. Tel: +91 40 6716 2222; Fax: +91 40 2343 1551; Email: einward.ris@karvy.com; Investor Grievance mail: erf1.ncdipo@karvy.com; Website: https://karisma.karvy.com; Contact Person: Murali Krishna M; Compliance Officer: Rakesh Santhalia; SEBI Registration Number: INR000000221, CIN: U72400TG2003PTC041636 and
- IV. On page 115 of the Prospectus, "the page has been intentionally left blank." shall be inserted.

Place : Mumbai  
Date : March 05, 2018

For Edelweiss Retail Finance Limited  
Sd/-  
**Anil Kothuri**  
Director  
(DIN: 00177945)

**Disclaimer:** Edelweiss Retail Finance Limited is subject to market conditions and other considerations, proposing a public issue of Secured Redeemable Non Convertible Debentures and has filed the Prospectus dated February 27, 2018 with the Registrar of Companies, Maharashtra at Mumbai, the BSE Limited, the National Stock Exchange of India Limited and Securities and Exchange Board of India (for record purposes). All investors proposing to participate in the public issue of NCDs by Edelweiss Retail Finance Limited should invest only on the basis of information contained in the Prospectus dated February 27, 2018. Please see section entitled "Risk Factors" beginning on page 14 of the Prospectus for risks in this regards. Physical copies of the abridged Prospectus containing the salient features of the Prospectus together with Application Forms may be obtained from (a) Our Company's Registered Office and Corporate Office; (b) Offices of the Lead Managers; (c) Trading Members; and (d) Designated Branches of the SCSBs.