

EW/Sec/2023/20

June 30, 2022

TO,
THE MANAGER,
LISTING DEPARTMENT,
BSE LIMITED,
PHIROZE JEEJEEBHOY TOWER,
DALAL STREET,
MUMBAI 400 001
BSE SCRIP CODE: 532922

Sub: Public issue by Edelweiss Broking Limited (the “Company” or the “Issuer”) of Secured, Redeemable, Non-Convertible Debentures of Face Value ₹ 1,000 Each (“NCDs” Or “Debentures”), amounting to ₹1,500 million with an option to retain over-subscription up to ₹1,500 million aggregating up to ₹3,000 million, hereinafter referred to as the “Issue”.

Dear Sir/Madam,

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby inform you that a Meeting of the Debenture Committee (‘the Committee’) of Edelweiss Broking Limited (“Company” or “Issuer”) was held on June 29, 2022, wherein the Committee *inter- alia* considered and approved the public issue by the Company of secured, redeemable, non-convertible debentures of face value of ₹1,000 each (“NCDs”) amounting to ₹1,500 million with an option to retain over-subscription up to ₹1,500 million aggregating up to ₹3,000 million.

The details as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, are provided as follows:

Issuer	Edelweiss Broking Limited
Type of instrument	Secured, redeemable, non-convertible debentures
Mode of the Issue	Public Issue
Issue/Issue Size	Public issue by our Company of secured redeemable nonconvertible debentures of face value of ₹ 1,000 each amounting to ₹1,500 million with an option to retain over-subscription up to ₹1,500 million aggregating up to ₹3,000 million.
Tenor, Coupon, Redemption Amount, Redemption Date, Schedule of Payment of Interest and Principal	Please refer to Annexure A

Credit Ratings	<p>The NCDs proposed to be issued under the Issue have been rated “CRISIL AA-/Negative” (pronounced as CRISIL double A minus rating with negative outlook) for an amount of ₹ 300 Crores by CRISIL Ratings Limited vide their rating letter dated February 1, 2022, revalidated as on March 04, 2022, March 28, 2022, April 19, 2022, May 17, 2022 and June 09, 2022 and press release for rating rationale dated March 4, 2022 and “ACUITÉ AA” (pronounced as ACUITÉ double A rating with negative outlook) for an amount of ₹ 300 Crores by Acuité Ratings & Research Limited vide their rating letter dated May 17, 2022, revalidated as on June 08, 2022 and June 14, 2022 and press release for rating rationale February 1, 2022.</p>
Listing	<p>The NCDs are proposed to be listed on BSE Ltd. The NCDs shall be listed within six Working Days from the date of Issue Closure. BSE Ltd. has been appointed as the Designated Stock Exchange</p>
<p>Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed the Prospectus</p>	<p>The principal amount of the NCDs to be issued in terms of the Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by way of exclusive and/or pari-passu charge on the assets of the company including loans and advances, receivables, investments, stock in trade, current & other assets and/or immovable property / fixed assets held by the Company, created in favour of the Debenture Trustee, and/or over the Pledged Securities in favour of the Debenture Trustee for the benefit of the Debenture holders, except those specifically and exclusively charged in favour of certain existing charge holders as specifically set out in and fully described in the Debenture Trust Deed and/or Share Pledge Agreement such that a security cover of at least 1.1 times of the outstanding principal amounts of the NCDs and interest thereon is maintained at all time until the Maturity Date. For</p>

	exclusive charge on the assets and/or Pledged Securities, such assets and/or Pledged Securities shall be free from any encumbrances.
Deemed date of Allotment	<p>The date on which the Board of Directors/or the Committee approves the Allotment of the NCDs for the Issue or such date as may be determined by the Board of Directors/ or the Committee thereof and notified to the Designated Stock Exchange.</p> <p>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.</p>
Special right / interest /privileges attached to the instrument, and changes thereof	N.A.
Default in payment of interest / principal	<p>The Company shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, unblocking, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws.</p> <p>The Company shall pay at least two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed if our Company fails to execute the trust deed within such period as prescribed under applicable law.</p>
Details of any letter or comments regarding payment / non-payment of interest, principal on due dates, or any other matter concerning the security and / or the assets along with it comments thereon, if any	N.A.
Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issues) and debentures	N.A.

The 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 Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Committee, subject to relevant approvals. 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 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 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 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 Issue Closing Date.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Broking Limited

Dipankar Basu
Company Secretary

Annexure A

Specific terms for NCDs

SPECIFIC TERMS FOR NCDs

[illegible]

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

- 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 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 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.