

Edelweiss Retail Finance Ltd

DISCLOSURE DOCUMENT FOR ISSUE BY WAY OF
PRIVATE PLACEMENT OF 240 UNSECURED,
REDEEMABLE, NON-CONVERTIBLE DEBT (TIER II) IN
THE NATURE OF DEBENTURES OF FACE VALUE OF Rs.
10,00,000/- EACH AGGREGATING TO Rs. 24,00,00,000/-
(THE "ISSUE")

Private and Confidential - For Private Circulation only

31 July 2017



Private and Confidential - For Private Circulation only

(This Disclosure Document/Private Placement Offer Letter is neither a Prospectus nor a Statement in Lieu of Prospectus)

Dated: **31 July 2017**

Schedule – I Disclosures as per SEBI (Issue and Listing of Debt Securities) Regulation, 2008 as amended (including Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2017 and Form No. PAS-4 pursuant to Section 42 of the Companies Act, 2013 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

EDELWEISS RETAIL FINANCE LIMITED

Edelweiss Retail Finance Limited (CIN- U67120MH1997PLC285490), public limited company incorporated under the Companies Act, 1956 and registered with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934 and classified as 'Systemically important non-deposit accepting Non-Banking Financial Company (NBFC-ND-SI)'.

Registered & Corporate office:

Edelweiss House, Off CST Road, Kalina, Mumbai – 400 098,
Maharashtra, India.

Tel: +91 (22) 4009 4400 Fax: +91 22 4019 4925

E-mail: Rfcompliance@edelweissfin.com; Website: www.edelweissretailfin.com

ISSUE BY WAY OF PRIVATE PLACEMENT BY EDELWEISS RETAIL FINANCE LIMITED (THE "COMPANY" / "ISSUER") OF 240 UNSECURED REDEEMABLE NON-CONVERTIBLE SUBORDINATE DEBT (TIER II) IN THE NATURE OF DEBENTURES OF FACE VALUE OF Rs. 10,00,000/- EACH (THE DEBENTURES/NCDs) AGGREGATING TO Rs. 24 CRORES (THE "ISSUE")

GENERAL RISKS

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. For taking an investment decision, the investors must rely on their own examination of the Company and the Issue including the risks involved. The Securities and Exchange Board of India ("SEBI") does not take any responsibility for this Issue in any manner.

GENERAL DISCLAIMER

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Edelweiss

Retail Finance Limited. This Disclosure Document is for the exclusive use of the intended recipient(s) to whom it is addressed and delivered and it should not be circulated or distributed to third parties. It cannot be acted upon by any person other than to whom it has been specifically addressed. Multiple copies hereof given to the same person / entity shall be deemed to be offered to the same person.

CREDIT RATING

[ICRA] AA [Double A] by ICRA Ltd for unsecured subordinate debt issue. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. ICRA Ltd reserves the right to suspend/ withdraw/ revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information, material or clarifications as may be required by ICRA Ltd.

CRISIL AA/ Stable by CRISIL Ltd for unsecured subordinate debt issue. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. CRISIL Ltd reserves the right to suspend/ withdraw/ revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information, material or clarifications as may be required by CRISIL Ltd.

LISTING

The Debentures are proposed to be listed on the BSE Limited ("**BSE**" or the "**Stock Exchange**").

ISSUE PROGRAMME*

ISSUE OPENS ON: 31 July 2017

ISSUE CLOSSES ON: 31 July 2017

*The Company reserves the right to extend or close the Issue earlier from the aforesaid dates or change the Issue schedule including the Deemed Date of Allotment at its sole and absolute discretion, without giving any reasons or prior notice.

Each Series shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder and as modified/supplemented by the terms of the respective term sheet filed with the Stock Exchange in relation to such Series and other documents in relation to such issuance. The terms and conditions contained in this Disclosure Document shall be read in conjunction with the provisions (as may be mutually agreed between the Company and respective Debenture holders from time to time) contained in the respective term sheet and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective term sheet on one hand, and the terms and conditions in the Disclosure Document (and necessary addendums to the Disclosure Document) on the other, the provisions contained in the Supplementary term sheet shall prevail over and override the provisions of the Disclosure Document (and necessary addendums to the Disclosure Document) for all intents and purposes.

DEBENTURE TRUSTEE	REGISTRAR TO THE ISSUE
	
<p>IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai- 400 001, Maharashtra, India Tel: +91 22 4080 7000; Fax: +91 22 6631 1776/40807080 E-mail: itsl@idbitrustee.com Website: www.idbitrustee.com Contact Person: Mr. Naresh Sachwani</p>	<p>Link Intime India Private Limited C 101, 247 Park , L B S Marg, Vikhroli West, Mumbai 400 083Mumbai- 400 078, Maharashtra ,India Tel: +91 22 49186000; Fax: +91 22 49186060 E-mail : ganesh.jadhav@linkintime.co.in Website: www.linkintimeco.in Contact Person: Mr. Ganesh Jadhav</p>

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14.	The detailed rating rationale (s) adopted (not older than one year on the date of opening of the issue)/ credit rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies
15.	If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document
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1. DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Disclosure Document.

Term	Description
"Edelweiss Retail Finance Limited" or "ERFL" or the "Company" or the "Issuer"	Edelweiss Retail Finance Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at Edelweiss House, Off CST Road, Kalina, Mumbai – 400 098, Maharashtra, India
Articles of Association	Articles of Association of the Company, as amended from time to time.
Board of Directors/Board	The Board of Directors of the Company or a Committee constituted thereof.
Memorandum of Association	The Memorandum of Association of the Company, as amended from time to time.
Promoter(s) / Holding Company	Edelweiss Financial Services Limited
Disclosure Document	Offer Document / Information Memorandum / Offer Letter as per Form No. PAS-4 pursuant to Section 42 of the Companies Act, 2013 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force.

Issue Related Terms

Term	Description
Affiliate (s)	Affiliate (s) shall mean with respect to any person, any other person directly or indirectly Controlling, Controlled by, or under direct, indirect or common Control with, such person
AGM	Annual General Meeting
Application Form	The form in which an investor can apply for subscription to the Debentures
BSE / Stock Exchange	BSE Limited
Bankers	The banker to the Issue, in this case being Kotak Mahindra Bank Limited
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under section 2 of the Depositories Act
Credit Rating Agency	ICRA Ltd & CRISIL Ltd
Events of Default	As mentioned in the Debenture Trust Deed
Debentures	ISSUE BY WAY OF PRIVATE PLACEMENT BY EDELWEISS RETAIL FINANCE LIMITED

Term	Description
	(THE "COMPANY" / "ISSUER") OF 240 UNSECURED REDEEMABLE NON-CONVERTIBLE SUBORDINATE DEBT (TIER II) IN THE NATURE OF DEBENTURES OF FACE VALUE OF Rs. 10,00,000/- EACH (THE DEBENTURES/NCDs) AGGREGATING TO Rs. 24 CRORES (THE "ISSUE")
Debenture Trust Deed	Debenture Trust Deed between the Company and IDBI Trusteeship Services Ltd (the Debenture Trustees) as stated in the Summary Term Sheet
Depository(ies)	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time
DP-ID	Depository Participant Identification Number
EGM	Extraordinary General Meeting
Equity Shares	Equity shares of the Company of face value of Rs. 10 each
FII	Foreign Institutional Investor as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 and registered with the SEBI under applicable laws in India
NPA	Non-Performing Asset
NBFC	Non-banking Financial Company
NSDL	National Securities Depository Limited
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations
Disclosure Document	This Disclosure Document/Private Placement Offer Letter through which the Debentures are offered on private placement basis
PAN	Permanent Account Number
RBI	Reserve Bank of India
Record Date	The date, as may be fixed by the Company, which will be 15 days prior to the Redemption Date on which the determination of the persons entitled to receive coupon/redemption amount in respect of the Debentures (i.e. persons whose names are registered in the register of Debenture Holders or NSDL record) shall be made
Registered Debenture Holder	The Debenture holder whose name appears in the Register of Debenture Holders or in the beneficial ownership record furnished by NSDL for this purpose
Register of Debenture Holders	The register maintained by the Company containing the name of Debenture holders entitled to receive coupon/redemption amount in respect of the Debentures on the Record Date, which shall be maintained at the Corporate Office

Term	Description
SCRA	Securities Contracts (Regulations) Act, 1956
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time).
WDM	Wholesale Debt Market
Working Days	All days except Sunday and any public holiday

Events for Early Redemption: Not Applicable

Force Majeure Event shall mean any war, strike, lock-out, natural disaster, act of terrorism, any restriction on trading in the underlying, an act of state or situations beyond the reasonable control of the Company occurring after an obligation under the Disclosure Document is entered into by the Company, or such obligation has become illegal or impossible, in whole or in part and includes any breakdown, failure or malfunction beyond the control of the Company of any telecommunication or computer system including, without limitation, unavailability or outages or breakdowns of any communication system(s), breach or effect of any virus in the processes or the 'payment and delivery mechanism', sabotage, fire, explosion(s), acts of God, civil commotion or industrial action of any kind, riots, insurrection, acts of Government, computer hacking, unauthorized access to computer data and storage devices and computer crashes.

Issuer Tax Change Event means that, on or after the Deemed Date of Allotment of the Debentures, the imposition of any withholding or deduction on any payments in respect of the Debentures by or on behalf of the Issuer if such withholding or deduction is required by law.

Change in Law means that, on or after the Deemed Date of Allotment of the Debentures (A) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (B) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Issuer determines in its sole discretion that (X) it has become illegal for the Issuer to hold, acquire or dispose of the Underlying Shares/hedge positions relating to the Debentures, or (Y) the Issuer will incur a materially increased (as compared with the circumstances existing on the Deemed Date of Allotment) cost in relation to the performance of the Issuer's obligations under the Debentures (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on the tax position of the Issuer).

Schedule – I as per SEBI (Issue and Listing of Debt Securities) Regulation, 2008 as amended from time to time (including Securities & Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2017 through notification dated July 13, 2017) and Form No. PAS-4 pursuant to section 42 and rule 14 (1) of Companies (Prospectus and Allotment of Securities) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force)

2. ISSUER INFORMATION

(i) REGISTERED & CORPORATE OFFICE OF THE ISSUER:

Edelweiss House, Off CST Road,

Kalina, Mumbai – 400 098, Maharashtra, India

Tel: +91 (22) 4009 4400; Fax: +91 22 4019 4925;

E-mail: Rfcompliance@edelweissfin.com ; Website: www.edelweissretailfin.com

(ii) COMPLIANCE OFFICER OF THE ISSUER:

Ms. Sudipta Majumdar

Address: 103, 105 & 110, First Floor,

Mercantile House, 15, K.G. Marg,

New Delhi – 110 001, India

Tel: +91 (11) 4262 9920; E-mail: Sudipta.Majumdar@edelweissfin.com

(iii) CFO OF THE ISSUER:

Mr. Vineet Mahajan

Address: 103, 105, 110 & 111, First Floor,

Mercantile House, 15, K.G. Marg,

New Delhi – 110 001, India

Tel: +91 (11) 4262 9925; E-mail: Vineet.Mahajan@edelweissfin.com

(iv) DEBENTURE TRUSTEE TO THE ISSUE:

Name: IDBI Trusteeship Services Limited

Address: Asian Building, Ground Floor,

17, R. Kamani Marg, Ballard Estate,

Mumbai – 400 001, Maharashtra, India.

(v) REGISTRAR TO THE ISSUE:

Link Intime India Private Limited

Address: C 101, 247 Park , L B S Marg,

Vikhroli West, Mumbai 400 083,

Maharashtra, India

(vi) CREDIT RATING AGENCY TO THE ISSUE:

ICRA Ltd.

Address: 1802, 18th Floor, Tower 3,
Indiabulls Finance Centre, Senapati Bapat Marg,
Elphinstone, Mumbai – 400 013,
Maharashtra, India

CRISIL Ltd

Address: CRISIL House,
Central Avenue, Hiranandani Business Park,
Powai, Mumbai - 400 076,
Maharashtra, India

(vii) AUDITORS OF THE ISSUER:

B S R & Associates LLP, Chartered Accountants

Address: Lodha Excelus, 5th Floor,
Apollo Mills Compound, N. M. Joshi Marg,
Mahalakshmi, Mumbai - 400 011,
Maharashtra, India
Tel: + 91 22 39896000; Fax: + 91 22 30902511

3. A BRIEF SUMMARY OF THE BUSINESS/ ACTIVITIES OF THE ISSUER AND ITS LINE OF BUSINESS

(a) Overview

Edelweiss Retail Finance Limited was originally incorporated on February 18, 1997 as private limited company under the provisions of the Companies Act, 1956 as “Affluent Dealcom Private Limited”. The Company was acquired by Edelcap Securities Limited (ESL) 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 the Company’s name was changed to “Edelweiss Retail Finance Limited” pursuant to fresh certificate of Incorporation dated January 6, 2014.

Subsequently, ERFL obtained Certificate of Registration dated October 14, 2014 bearing Registration no. B-05.03052 issued by the Reserve Bank of India under section 45IA of the Reserve Bank of India Act, 1934, to commence/carry on the business of a non banking financial institution without accepting public deposits subject to the conditions mentioned in the Certificate of Registration.

The registered office of the 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 no. B-13.02149 has been issued by the Reserve Bank of India, Mumbai.

It is a Systemically important non-deposit accepting Non-Banking Financial Company (NBFC-ND) registered with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). The Company is an indirectly 100% owned subsidiary of Edelweiss Financial Services Limited.

ERFL is primarily engaged in the business of providing Loans against property, Business Loans, Equipment Finance Loans and Rural Finance loans. The company is registered in Mumbai and has a network of 20 branches across India as of March 31, 2017.

Product Offering

- **Loan against Property**

Loan against Property (LAP) is a Loan Facility offered against collateral of Residential / Commercial property. With this product customer can borrow funds against existing property for business as well as investment need.

- **Business Loans**

Business Loans is an unsecured loan facility provided to its Borrowers for meeting their business requirement.

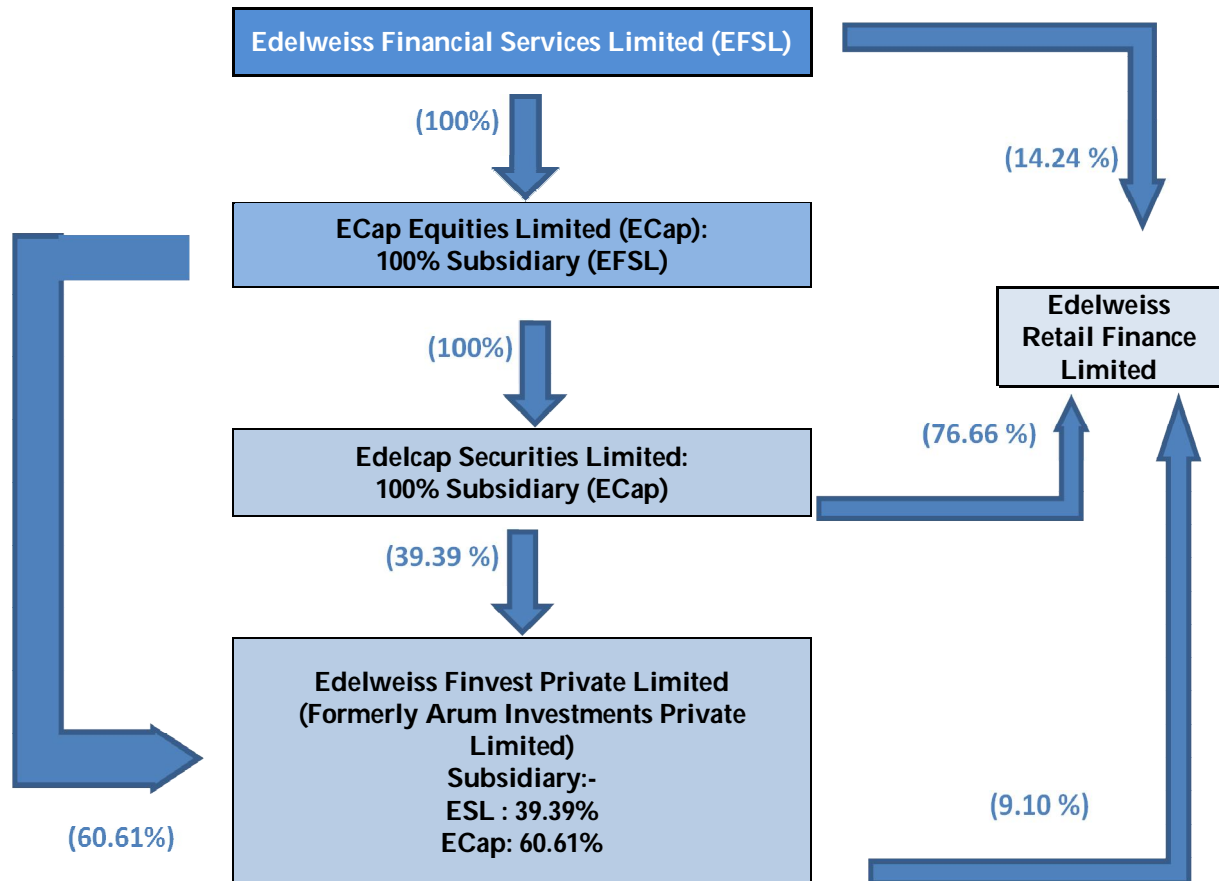
- **Equipment Finance Loans**

Equipment Finance loans are provided to Borrowers for purchase of new equipment for replacement/ upgradation of existing equipments and are secured against hypothecation of the equipment purchased by the Borrower.

- **Rural Finance**

Rural Finance is funding provided in Tier-V and Tier-VI cities with the help of a 3rd party channel partner and consist of extremely low ticket loans.

(b) Corporate Structure :



(c) Key Operational and Financial Parameters for last three audited years

(Rs. In crores)

Parameters	Financial Year ended March 31, 2017	Financial Year ended March 31, 2016	Financial Year ended March 31, 2015
Networth	313.49	261.06	123.55
Total Debt			
of which – Non Current Maturities of Long Term Borrowing	664.68	772.69	354.00

- Short Term Borrowing	175.10	55.64	50.29
- Current Maturities of Long Term Borrowing	252.08	248.65	0.00
Net Fixed Assets	1.36	0.29	0.04
Non Current Assets	777.03	802.40	419.59
Cash and Cash Equivalents	7.22	14.03	1.46
Current Investments	0.00	0.00	0.00
Current Assets	773.29	651.52	148.43
Non Current Liabilities	693.51	787.02	358.13
Current Liabilities	544.68	405.83	86.34
Credit Book	1,473.66	1,395.95	550.57
Off Balance Sheet Assets	0.00	0.00	0.00
Interest Income	233.82	153.26	43.33
Interest Expense	116.12	79.32	18.36
Provisioning & Write-offs	24.44	6.33	1.41
PAT	31.95	24.70	7.66
Gross NPA (%)	0.42%	0.28%	0.03%
Net NPA (%)	0.36%	0.07%	0.00%
Tier I Capital Adequacy Ratio (%)	17.90%	17.68%	21.49%
Tier II Capital Adequacy Ratio (%)	0.77%	1.02%	0.25%

Gross Debt: Equity Ratio of the Company:	Ratio
Before the issue of debt securities	3.48x
After the issue of debt securities	3.56x*

* assuming the entire issue of Rs. 24 crores is fully subscribed

(c) Project cost and means of financing, in case of funding of new projects :

Not applicable

4. A BRIEF HISTORY OF THE ISSUER

(a) History:

Edelweiss Retail Finance Limited was incorporated on **February 18, 1997** as Affluent Dealcom Private Ltd. ERFL is Systemically important non-deposit accepting non-banking financial company (NBFC-ND-SI) registered with the Reserve Bank of India. The Company is an indirectly 100% owned subsidiary of Edelweiss Financial Services Limited.

ERFL is primarily engaged in the business of providing Loans against property, Business Loans, Equipment Finance Loans and Rural Finance loans. The company is registered in Mumbai and has a network of **20 branches** across India as of March 31, 2017. The list is attached as ANNEXURE A.

(b) Capital Structure of the Company as on March 31, 2017:

Particulars	Amount (Rs. in cr)
A. Authorised Capital	
500,00,000 Equity shares of Rs. 10 each	50.00
B. Issued Capital	
3,29,50,000 Equity shares of Rs. 10 each	32.95
C. Subscribed and Paid up Capital	
3,29,50,000 Equity shares of Rs. 10 each	32.95
Paid up capital	
(i) after the offer;	Not applicable
(ii) after conversion of convertible instruments (if applicable)	Not Applicable
D)) share premium account (before and after the offer)	Not Applicable

(c) Change in share capital as on March 31, 2017:

(i) Authorized Share Capital and the changes therein for the last five years:

Date of Approval	Authorised Share Capital	Particulars
31.10.2005	1,00,00,000	Authorised Share Capital was increased from Rs.50,00,000/- (Rupees Fifty Lacs Only) divided into 500000 Equity Shares of Rs. 10/- each to Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 1000000 Equity Shares of Rs.10/- each
12.06.2013	4,33,50,000	Authorised Share Capital of the Company was increased from Rs. 1,00,00,000 (Rupees One Crore only) to Rs. 4,33,50,000 (Rupees Four Crores, Thirty Three Lacs and Fifty Thousands only) by creation of 33,35,000 (Thirty Three lacs and Thirty Five Thousand only) Equity Shares of the face value of Rs. 10/- each
26.03.2014	10,00,00,000	Authorized Share Capital of the Company be increased from Rs. 4,33,50,000 (Four Crore Thirty Three Lacs and Fifty Thousand only) to Rs. 10,00,00,000 (Rupees Ten Crores only) by creation of 56,65,000 (Fifty Six Lacs and Sixty Five Thousand only) equity shares of Rs.10/-
26.02.2015	30,00,00,000	Authorized Share Capital of the Company be increased from 10.00 crores

		(Rupees Ten Crores only) to Rs. 30.00 crores (Rupees Thirty Crores only) by creation of 2,00,00,000 (Two crores only) equity shares of Rs.10/-
26.03.2016	50,00,00,000	Authorized Share Capital of the Company be increased from 30.00 crores (Rupees Thirty Crores only) to Rs. 50.00 crores (Rupees Fifty Crores only) by creation of 2,00,00,000 (Two crores only) equity shares of Rs.10/-

(ii) Change in Equity Share Capital as on March 31, 2017:

Date	No of Shares	Face value	Issue Price/ share	Consideration	Nature of Allotment	Cummulative No. of Equity Shares	Cumulative Equity Share Capital (in Rs.)	Cumulative Premium
18-02-1997	200	10	10	Cash	Allotment to Subscriber	200	2,000	-
31-03-1998	1,99,100	10	50	Cash	Allotment	1,99,300	19,93,000	79,64,000
31-03-1999	200	10	50	Cash	Allotment	1,99,500	19,95,000	79,72,000
31-03-2000	97,000	10	50	Cash	Allotment	2,96,500	29,65,000	1,18,52,000
30-06-2000	2,02,000	10	50	Cash	Allotment	4,98,500	49,85,000	1,99,32,000
16-12-2005	5,00,000	10	50	Cash	Allotment	9,98,500	99,85,000	3,99,32,000
28-03-2014	20,00,000	10	75	Cash	Allotment	29,98,500	2,99,85,000	16,99,32,000
06-08-2014	59,97,000	10	75	Cash	Allotment	89,95,500	8,99,55,000	55,97,37,000
24.03.2015	66,63,333	10	65	Cash	Allotment	1,56,58,833	15,65,88,330	43,31,16,645
31-08-2015	6,666,167	10	65	Cash	Allotment	2,23,25,000	223,250,000	1,42,61,54,500
29.01.2016	2,933,333	10	65	Cash	Allotment	2,52,58,333	252,583,330	1,61,68,21,145
28.03.2016	4,691,667	10	77	Cash	Allotment	2,99,50,000	299,500,000	1,97,80,79,504
31.08.2016	3,000,000	10	78	Cash	Allotment	3,29,50,000	329,500,000	2,21,20,79,504
Total	3,29,50,000							

(d) Details of any acquisitions or amalgamation in the last one year :

None

(e) Details of any reorganization or reconstruction in the last one year :

None

5. DETAILS OF THE SHAREHOLDING PATTERN AS ON March 31, 2017

(a) Shareholding pattern of the Company as on March 31, 2017

Sr. No	Name of Shareholders	Total No. of Equity Shares	No. of shares in Demat form	Total Shareholding as % of total no. of equity shares
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1	Edelcap Securities Limited	25,258,333*	-	76.66
2	Edelweiss Financial Services Limited	4,691,667	-	14.24
3	Edelweiss Finvest Private Limited	3,000,000	-	9.10
	Total	32,950,000		100

*Includes six individual shareholders who are holding one share each as nominee of Edelcap Securities Limited.

Note: None of the shares are pledged by Promoters.

(b) List of Top 10 holders of Equity Shares of the Company as on March 31, 2017

Sr. No.	Name of Shareholder	No. of Equity Shares held	No of Shares in Demat form	Total Shareholding as % of total no. of equity shares
1	Edelcap Securities Limited	25,258,333* *	-	76.66
2	Edelweiss Financial Services Limited	4,691,667	-	14.24
3	Edelweiss Finvest Private Limited	3,000,000	-	9.10

*Includes 6 shares held by Nominees of Edelcap Securities Limited.

Note: None of the shares are pledged by Promoters.

6. OUR MANAGEMENT

The Articles of Association of our Company require us to have not less than 3 (three) and not more than 12 (twelve) Directors. As on March 31, 2017, there are 5 Directors on the Board.

Board of Directors

The general superintendence, direction and management of our affairs and business are vested in the Board of Directors.

DETAILS OF DIRECTORS

(a) NAMES AND ADDRESSES OF THE DIRECTORS OF THE ISSUER AS ON March 31, 2017

Sr. No	Name of Director, Designation	Age(in yrs)	DIN	Address	Director of the Company since	Details of other Directorships
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1.	Mr. Anil Kothuri Designation: Director Nationality: Indian Occupation: Service	45	00177945	202, Bellisima, 15th Road, Bandra (W), Mumbai – 400050 Maharashtra, India	December 2, 2013	i) Edelweiss Insurance Brokers Limited
2.	Mr. Krishnaswamy Siddharth Designation: Director Nationality: Indian Occupation: Service	42	02463804	Heritage Flat No 3402, Hiranandani Gardens Powai, Mumbai- 400076	December 8, 2014	Edelweiss Housing Finance Limited
3.	Ms. Shalinee Mimani Designation: Director Nationality: Indian Occupation: Service	42	07404075	C-801/802, Lake Pleasant Lake Homes, Phase II, Off A.S. Marg, Powai,Mumbai- 400076	February 1, 2016	Edelweiss Housing Finance Limited
5	Mr. Mitul Bhagvandas Shah Designation: Independent Director Nationality: Indian Occupation: Professional	52	07122551	A-9, Shree Manorath CHS , Datta Pada Cross Road No. 2, Nr. Datta Pada Subway, Borivali (East),Mumbai- 400097	March 15, 2016	i. Edelweiss Capital Markets Limited ii. Edelweiss Broking Limited
6	Mr. Sanjay Nathalal Shah Designation: Independent Director Nationality: Indian Occupation: Professional	38	00003142	Flat No.426, Sujata Niketan CHS, Rani Sati Road, Malad (East), Mumbai – 400097	March 15, 2016	i. Consultshah Financial Services Private Limited ii. Edelweiss Finvest Private Limited

						iii. Styrax Commodities Limited iv. Edelweiss Fund Advisors Private Limited v. Falcom Realty Private Limited vi. Edelweiss Capital Markets Limited vii. Edel Commodities Trading Limited viii. Edelweiss Investment Adviser Limited
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(b) Change in Directors since last three years (for the period April 1, 2014 to March 31, 2017):

Sr. No	Name, Designation	DIN	Date of Appointment / Resignation	Director of company since (in case of resignation)	Remarks
1	Mr. Pradeep Rooplal Nagori Designation:- Director	03291315	March 16, 2015	July 19, 2012	Resignation
2	Ms. Shilpa Mayank Soti Designation: Director	05124763	March 16, 2015	July 19, 2012	Resignation
3	Mr. Anil Kothuri Designation: Director	00177945	December 2, 2013	-	Appointment
4	Mr. Arun Kumar Nayyar Designation:- Director	06804277	February 1, 2016	December 8, 2014	Resignation
5	Mr. Krishnaswamy Siddharth Designation: Director	02463804	December 8, 2014	-	Appointment

6	Mr. Vineet Mahajan Designation:- Director	07253615	February 1, 2016	August 3,2015	Resignation
7	Ms. Shalinee Mimani Designation: Director	07404075	February 1, 2016	-	Appointment
8	Mr. Mitul Bhagvandas Shah Designation: Independent Director	07122551	March 15, 2016	-	Appointment
9	Mr. Sanjay Nathalal Shah Designation: Independent Director	00003142	March 15, 2016	-	Appointment

Confirmations

Our Directors have not been identified as willful defaulters by the RBI, ECGC or any government authority.

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons

Nil

Debenture holding of Directors:

As on date, none of our Directors hold any debentures in our Company.

Remuneration of the Directors-

Sl. No.	Name of the Director	March 31, 2017 (Rs.)	March 31, 2016 (Rs.)	March 31, 2015 (Rs.)
1.	Mr. Anil Kothuri	NA	NA	NA
2.	Mr. Sanjay Nathalal Shah	NA	NA	NA
3.	Mr. Mitul Bhagwandas Shah	NA	NA	NA
4.	Mr. Krishnaswamy Siddharth	NA	NA	NA
5.	Ms. Shalinee Mimani	NA	NA	NA

7. DETAILS OF AUDITORS OF THE COMPANY

(a) Details of the auditor of the Company

Name	Address	Auditor since
B S R & Associates LLP, Chartered Accountants	Lodha Excelus, 5th Floor, Apollo Mills Compound, N. M. Joshi Marg, Mahalakshmi, Mumbai - 400 011, India.	March 15, 2013

(b) Details of changes in auditors since last three years :

Name	Address	Date of Appointment/Resignation	Auditor of the Company since(in case of resignation)	Remarks
BSR & Associates, LLP, Chartered Accountants	Lodha Excelus, 5th Floor, Apollo Mills Compound, NM Joshi Marg, Mahalakshmi, Mumbai 400 011, Maharashtra, India	March 15,2013	—	—

8. DETAILS OF BORROWINGS AS ON March 31, 2017
(a) Details of Secured Loan Facilities:

Lender's name	Type of facility	Amount sanctioned (Rs. crores)	Principal amount outstanding (Rs. crores)	Repayment Date / Schedule	Security
Bank of Maharashtra	Term Loan	30.00	10.00	Repayable in 16 equal quarterly installments after moratorium of 1 year from the date of disbursement	Hypothecation of book debts
Corporation Bank	Term Loan	50.00	37.50	Repayable in 16 equal quarterly installments after moratorium of 1 year from the date of disbursement	Hypothecation of book debts
DCB Bank Ltd	Term Loan	25.00	12.50	Repayable in 12 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Dena Bank	Term Loan	75.00	70.35	Repayable in 16 equal quarterly installments after moratorium of 1 year from the date of disbursement	Hypothecation of book debts
HDFC Bank Ltd	Term Loan	40.00	17.50	Repayable in 12 equal quarterly installments from the date of disbursement	Hypothecation of book debts
HDFC Bank Ltd	Working Capital	10.00	7.40	On demand/ One year	Hypothecation of book debts

Kotak Mahindra Bank Ltd	Working Capital	20.00	20.00	On demand / One year	Hypothecation of book debts
Karnataka Bank Ltd	Term Loan	50.00	50.00	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Punjab & Sind Bank	Term Loan	40.00	37.50	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Punjab & Sind Bank	Working Capital	10.00	9.78	On demand/ One year	Hypothecation of book debts
Punjab National Bank	Term Loan	75.00	74.95	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Punjab National Bank	Working Capital	25.00	24.91	On demand/ One year	Hypothecation of book debts
State Bank of India	Term Loan	175.00	174.99	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
State Bank of India*	Working Capital	25.00	25.19	On demand/ One year	Hypothecation of book debts
State Bank of Patiala	Term Loan	50.00	47.16	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
United Bank of India	Term Loan	60.00	52.50	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
United Bank of India	Working Capital	15.00	14.57	On demand/ One year	Hypothecation of book debts

* Outstanding includes excess interest charged by Bank and pending to be reversed

(b) Details of Unsecured Loan Facilities:

Lender's name	Type of facility	Amount sanctioned (in Rs. crores)	Principal amount outstanding (in Rs. crores)	Repayment Date / Schedule
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Edelweiss Commodities Services Ltd	Running Loan Account	-	73.25	On demand
Total			73.25	

c. Details of Non Convertible Debentures:

Debenture Series	Tenor/ Period of Maturity	Coupon	Amount (Rs. crores)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured
EDELWEISS RETAIL FINANCE LIMITED LOA 30MR18 FVRS10LAC	3 years	Zero Coupon	25.00	31 st Mar 2015	Repayable in full on Maturity at premium to Face value	[ICRA] AA & CARE AA	Secured
EDELWEISS RETAIL FINANCE LIMITED 11.5 NCD 26MY25 FVRS10LAC	10 years	11.50% p.a. (compounded annually & payable on maturity)	14.00	25 th May 2015	Repayable in full on Maturity	[ICRA] AA	Unsecured
EDELWEISS RETAIL FINANCE LIMITED OPT-II 9 NCD 18AG17 FVRS10LAC	2 years	9.00% p.a.	75.00	19 th August 2015	Repayable in full on Maturity at premium to Face value	[ICRA] AA	Secured
EDELWEISS RETAIL FINANCE LIMITED OPT-III 9 NCD 19AG20 FVRS10LAC	5 years	9.00% p.a.	100.00	19 th August 2015	Repayable in full on Maturity at premium to Face value	[ICRA] AA	Secured
EDELWEISS RETAIL FINANCE LIMITED OPT-IV 9 NCD 19AG20 FVRS10LAC	5 years	9.00% p.a.	100.00	19 th August 2015	Repayable in full on Maturity at premium to Face	[ICRA] AA	Secured

					value		
EDELWEISS RETAIL FINANCE LIMITED 9.95 NCD 09OT26 FVRS10LAC	10 years	9.95% p.a.	12.00	10 th October 2016	Repayable in full on Maturity	[ICRA] AA & CARE AA	Unsecure d

d. List of Top 10 Debenture holders as on March 31, 2017

Sr. No.	Name of Debenture holder	Amount (Rs. crores)
1	FRANKLIN INDIA ULTRA SHORT BOND FUND	175.00
2	FRANKLIN INDIA SHORT TERM INCOME PLAN	100.00
3	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MEDIUM TERM PLAN	25.00
4	EDELWEISS TOKIO LIFE INSURANCE COMPANY LIMITED-SHAREHOLDERS FUND-BEYOND SOLVENCY MARGIN	14.00
5	HPGCL EMPLOYEES PENSION FUND TRUST	12.00

e. The amount of corporate guarantee issued by the issuer along with name of the counter party (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued : NONE

f. Details of Commercial Paper:

The total face value of Commercial Papers outstanding as on March 31, 2017: NONE

g. Details of rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on March 31, 2017 : NONE

h. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, loans from any bank or financial institutions, deposits, debt securities and other financial indebtedness including corporate guarantee issued by the Company, Statutory dues : NONE

i. Details of outstanding borrowings taken / debt securities issued where taken / issued (a) for consideration other than cash, whether in whole or part, (b) at premium or discount, or (c) in pursuance of an option

The Issuer has not issued any securities or has any outstanding borrowings taken: (i) for consideration other than cash, whether in whole or part; (ii) at premium or discount, or (iii) in pursuance of an option as on March 31, 2017.

j. Details of the Principle terms of assets charged as security as on March 31, 2017:

Chargeholder's	Type	of	Amount sanctioned	Repayment Date / Schedule	Security
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name	facility	(Rs. crores)		
Bank of Maharashtra	Term Loan	30.00	Repayable in 16 equal quarterly installments after moratorium of 1 year from the date of disbursement	Hypothecation of book debts
Corporation Bank	Term Loan	50.00	Repayable in 16 equal quarterly installments after moratorium of 1 year from the date of disbursement	Hypothecation of book debts
DCB Bank Ltd	Term Loan	25.00	Repayable in 12 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Dena Bank	Term Loan	75.00	Repayable in 16 equal quarterly installments after moratorium of 1 year from the date of disbursement	Hypothecation of book debts
HDFC Bank Ltd	Term Loan	40.00	Repayable in 12 equal quarterly installments from the date of disbursement	Hypothecation of book debts
HDFC Bank Ltd	Working Capital	10.00	On demand/ One year	Hypothecation of book debts
Kotak Mahindra Bank Ltd	Working Capital	20.00	On demand / One year	Hypothecation of book debts
Karnataka Bank Ltd	Term Loan	50.00	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Punjab & Sind Bank	Term Loan	40.00	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Punjab & Sind Bank	Working Capital	10.00	On demand/ One year	Hypothecation of book debts
Punjab National Bank	Term Loan	75.00	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
Punjab National Bank	Working Capital	25.00	On demand/ One year	Hypothecation of book debts
State Bank of India	Term Loan	175.00	Repayable in 16 equal quarterly installments from the date of	Hypothecation of book debts

			disbursement	
State Bank of India	Working Capital	25.00	On demand/ One year	Hypothecation of book debts
State Bank of Patiala	Term Loan	50.00	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
United Bank of India	Term Loan	60.00	Repayable in 16 equal quarterly installments from the date of disbursement	Hypothecation of book debts
United Bank of India	Working Capital	15.00	On demand/ One year	Hypothecation of book debts
IDBI Trusteeship Services Ltd (Debenture Trustee)	Non Convertible Debentures	500.00	Repayable in full on Maturity/ at premium to Face value / as per specific term sheet	Pari-passu Charge on receivables and Immovable property of the Company

9. Details of Promoters of the Company:

Details of Promoter holding in the Company as on March 31, 2017

Sr. No.	Name of Shareholders	Total no. of equity shares	No. of shares in demat form	Total Shareholding as % if total no. of equity shares	No of shares pledged	% of shares pledged with respect to shares owned
1.	Edelcap Securities Limited	25,258,333*	Nil	76.66	Nil	Nil
2.	Edelweiss Financial Services Limited	4,691,667	Nil	14.24	Nil	Nil
3.	Edelweiss Finvest Private Limited	3,000,000	Nil	9.10	Nil	Nil
	Total	32,950,000	Nil	100	Nil	Nil

10. Abridged version of Audited Consolidated (wherever available) and Standalone Financial information (like Profit & Loss statement, Balance Sheet and Cash Flow statement) for at least last three years and auditor qualifications, if any.

Abridged version of Audited Standalone Financial information for last three years enclosed as Annexure **B**.

11. (a) Abridged version of Limited Review Half Yearly Financial Information, if any.

Refer Annexure **C**

(b) Related party transactions entered during the last three financial years immediately preceding the year of circulation of Disclosure Document including with regard to loans made or, guarantees given or securities provided

Refer Annexure **D**

(c) Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of Disclosure Document and their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.

Nil

(d) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

Nil

(e) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of Disclosure Document

Refer Annexure **E**

(f) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

NONE

12.(a) Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.

NONE

(b) Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the Disclosure Document and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

NIL

(c) Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of Disclosure Document in the case of Company and all of its subsidiaries.

NIL

(d) Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company.

NONE

(e) Prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the Disclosure Document and if so, section-wise details thereof for the Company and all of its subsidiaries

Nil

13. The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given his consent to the Issuer for his appointment under regulation 4 (4) of the SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and in all the subsequent periodical communications sent to the holders of debt securities.

The Issuer has received the consent of IDBI Trusteeship Services Limited to act as the Trustees on behalf of the Debenture Holders.

14. The detailed rating rationale (s) adopted (not older than one year on the date of opening of the issue)/ credit rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies shall be disclosed.

The Rating Rationale/letter adopted/issued by the Rating Agency is enclosed as Annexure F.

15. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.

Not Applicable

16. Copy of consent letter from the Debenture Trustee shall be disclosed.

The copy of consent letter from Debenture Trustee is enclosed as Annexure **G**.

17. Names of all the recognised stock exchanges where the debt securities are proposed to be listed clearly indicating the designated stock exchange

The Debentures are proposed to be listed on BSE. The designated stock exchange is the **BSE**.

18. Other details

(a) Debenture Redemption Reserve

The Debenture Redemption Reserve shall be as per the provisions of the Companies Act, 2013 and the applicable Rules as amended from time to time specified for Non-banking Financial Companies. As per Rule 18, Sub Rule (7) (b) (ii) of The Companies (Share Capital and Debentures) Rules, 2014, for NBFCs registered with RBI under Section 45-IA of the RBI (Amendment) Act 1997, no Debenture Redemption Reserve is required in case of privately placed debentures.

(b) Name and address of the Valuer who performed valuation of the security offered - NA

(c) Issue/instrument specific regulations - relevant details (Companies Act, RBI guidelines, etc).

- The Companies Act, 2013 and the applicable Rules as amended from time to time
- SEBI (Issue and Listing of Debt Securities) Regulation, 2008 as amended (including Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 through notification dated October 12, 2012 & SEBI Issue and Listing of Debt Securities (Amendment) Regulations, 2017 through notification dated Notification dated July 13, 2017).
- RBI Circular RBI/2012-13/560/ DNBD(PD) CC No. 330/03.10.001/2012-13 dated June 27, 2013 , RBI/2013-14/115/ DNBS(PD) CC No. 349/03.10.001/2013-14 dated July 2, 2013 and RBI Circular RBI/2014-15/475/ DNBR(PD) CC No. 021/03.10.001/2014-15 dated February 20, 2015
- SEBI Circular CIR/IMD/DF/17/2011 dated September 28, 2011
- SEBI Circular CIR/IMD/DF/17/2013 dated October 22, 2013
- SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 to the extent applicable
- SEBI Circular CIR/IMD/DF-1/67/2017 dated June 30, 2017

(d) The Operations Committee comprising Mr. Anil Kothuri, Ms. Shalinee Mimani and Mr. Krishnaswamy Siddharth approved the Disclosure Document.

Further, the Directors declare that:

- (i) the company has complied with the provisions of the Act and the rules made thereunder;
- (ii) the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;

(iii) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter.

(e) The disclosures pertaining to wilful default are not applicable to the Company since the Company or its promoters or directors have not been declared as wilful defaulters by any Bank.

(f) Application for the Debentures

How to Apply

Applications for the Debentures must be made in the Application Form and must be completed in block letters in English by investors. Application Forms must be accompanied by a cheque or electronic fund transfer instruction drawn or made payable in favour of "Edelweiss Retail Finance Limited " and marked 'A/c Payee Only' in case of cheques. The full amount of the Debentures applied for has to be paid along with the delivery of the fully completed and executed Application Form together with other applicable documents described below.

Cheques/ electronic fund transfer instruction may be drawn on any bank which is situated and is a member or sub-member of the Bankers' clearing houses located at Mumbai. Investors are required to make payments only through cheques/ electronic transfer payable at Mumbai.

In case the payment is made by Real Time Gross Settlement (RTGS), the funds have to be credited to the issuer's current account, the details of which are given below:

Beneficiary Name	Edelweiss Retail Finance Limited – Debenture Application Money A/c
Beneficiary Bank	Kotak Mahindra Bank Ltd
Account Number	1311539081
IFSC Code	KKBK0000958
Branch	Nariman Point, Mumbai

The Company assumes no responsibility for any applications/cheques lost in mail or in transit.

Who can Apply

Nothing in this Disclosure Document shall constitute and/or deem to constitute an offer or an invitation to an offer, to be made to the Indian public or any section thereof through this Disclosure Document, and this Disclosure Document and its contents should not be construed to be a prospectus under the Companies Act.

The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures:

- Individuals
- Hindu Undivided Family
- Trust

- Limited Liability Partnerships
- Partnership Firm(s)
- Portfolio Managers registered with SEBI
- Association of Persons
- Companies and Bodies Corporate including Public Sector Undertakings.
- Commercial Banks
- Regional Rural Banks
- Financial Institutions
- Insurance Companies
- Mutual Funds
- Provident Funds, Pension Funds, Gratuity Funds
- Any other investor eligible to invest in these Debentures

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue.

This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed and only such recipients are eligible to apply for the Debentures. Furthermore, NRIs, OCBs, FIIs and other persons resident outside India are not eligible to apply for or hold the Debentures.

Application by Banks/Corporate Bodies/Mutual Funds/FIs/Trusts/Statutory Corporations

The applications must be accompanied by certified true copies of (i) memorandum and articles of association/constitution/bye-laws/trust deed; (ii) resolution authorizing investment and containing operating instructions; and (iii) specimen signatures of authorized signatories; Application made by an Asset Management Company or custodian of Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made.

Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all authorised signatories must be lodged along with the submission of the completed Application Form. Further, modifications/additions in the power of attorney or authority should be delivered to the Company at its Office.

PAN

Each of the applicants should mention his/her/their PAN allotted under the IT Act. Applications without this will be considered incomplete and are liable to be rejected.

Basis of Allotment

The Company has the sole and absolute right to allot the Debentures to any applicant.

Right to Accept or Reject Applications

The Company is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason. Application Forms that are not complete in all respects shall be rejected at the sole and absolute discretion of the Company.

Payment of Coupon

Coupon will be paid only to the Debenture holders registered in the Register of Debenture-holders or to the Beneficial Owners. Coupon on the Debentures, if any shall be payable on the Redemption Date. The determination of the persons entitled to receive Coupon in respect of the Debentures (i.e., persons whose names are registered in the register of Debenture holders or the Depositories' record) shall be made on the Record Date. In the case of joint holders of Debentures, Coupon shall be payable to the first named Debenture holder.

Redemption

The entire principal amount of the Debentures will be repaid, on or before the Redemption Date. No surrender of debentures by the debenture-holders will be allowed prior to the redemption date.

The Debentures held in the dematerialised form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered debenture-holders whose name appears in the Register of debenture-holders on the record date. Such payment will be a legal discharge of the liability of the Company towards the debenture-holders. On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

The Company's liability to the debenture-holders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further the Company will not be liable to pay any Coupon or compensation from the dates of such redemption.

Place, Currency and Mode of Payment

All obligations of the Company on the Debentures including Coupon, are payable at Mumbai in Indian rupees only. The payments will be made through cheques or RTGS/NEFT/Fund Transfer mode.

Issue of Debentures in Dematerialised Form

The Debentures will be issued only in dematerialized form. The trading in Debentures will be in dematerialized mode only. The Company has made arrangements with the depositories for the issue of the Debentures in dematerialised form. Investors will have to hold the Debentures in dematerialised form as per the provisions of Depositories Act. The Depository Participant's name, DP-ID and beneficiary account number must be mentioned at the appropriate place in the Application Form. The Company shall take necessary steps to credit the Debentures allotted to the depository account of the investor.

Succession

In the event of demise of a Registered Debenture holder of the Debentures, or the first holder in the case of joint holders, the Company will recognize the executor or administrator of the demised Debenture holder or the holder of succession certificate or other legal representative of the demised Debenture holder as the Registered Debentures holder of such Registered Holder's Debentures if such a person obtains probate or letter of administration or is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter and delivers a copy of the same to the Company. The Company may in its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the demised Debenture holder(s) on production of sufficient documentary proof or indemnity. In case a person other than individual holds the Debentures, the rights in the Debentures shall vest with the successor acquiring interest therein, including liquidator or such any person appointed as per the applicable law.

Notices

The notices, communications and writings to the Debenture holder(s) required to be given by the Company shall be deemed to have been given if sent by registered post/courier to the Registered Debenture holder(s) at the address of the Debenture holder(s) registered with the Corporate Office.

All notices, communications and writings to be given by the Debenture holder(s) shall be sent by registered post or by hand delivery to the Company at its Corporate Office or to such persons at such address as may be notified by the Company from time to time and shall be deemed to have been received on actual receipt of the same.

Rights of Debenture holders

The Debenture holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Companies Act. The Debenture shall not confer upon the holder the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Company.

Modifications of Rights

The rights, privileges and conditions attached to the Debentures may be varied, modified or abrogated upon a Special Request or by a Special Resolution duly passed at the meeting of the Debenture holders convened in accordance with the provisions set out in the Fifth Schedule of the Debenture Trust Deed.

Tax Deduction at Source

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption/lower rate of TDS, relevant certificate /document must be lodged by the debenture holders at the office of the Transfer Agents of the Corporation at least 15 days before the interest payment becoming due. Tax exemption certificate / declaration of non deduction of tax at source on interest on application money, should be submitted along with the application form.

Future Borrowings

Subject to the applicable regulations, the Company shall be entitled, from time to time, to make further issue of Debentures, other debt securities (whether pari passu or junior to the Debentures) and other instruments and securities to any person or persons including to the public or a section of the public and/or members of the Company and/or to raise further loans, advances and/or avail further financial and/or guarantee facilities from financial institutions, banks and/or any other person(s) without any further approval from or notice to the Debenture holders/Debenture Trustee.

Tax Benefits

A debenture holder is advised to consider the tax implications in respect of subscription to the Debentures after consulting his tax advisor.

Coupon Cheques/Refund Cheques

Loss of Coupon cheques/refund cheques should be intimated to the Company immediately. Upon receipt of request for issue of duplicate Coupon cheques/refund cheques, the Company shall consider the same and such issue of duplicate cheques shall be governed by applicable law and any other conditions as may be prescribed by the Company.

Debenture Trustee

The Issuer has received the consent of IDBI Trusteeship Services Limited to act as the Trustees on behalf of the Debenture Holders. All the rights and remedies of the Debenture holders shall vest in and shall be exercised by the Debenture Trustee without referring to the Debenture holders. All investors are deemed to have irrevocably given their authority and consent to IDBI Trusteeship Services Limited to act as their debenture trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Debenture Trustee on behalf of the Debenture holders shall discharge the Company *pro tanto* to the Debenture holders. Resignation/retirement of the Debenture Trustee shall be as per terms of the trust deed executed between the Company and the Debenture Trustee. A notice in writing to the Debenture holders shall be provided for the same.

Anti Money Laundering

Since these debentures are issued in "compulsory demat mode" and the Company uses depository system for

allotment of the debentures, KYC checks conducted by depository participants at the time of accepting the customer or transaction under the prevention of money laundering policy adopted by depositories or depository participant shall be considered adequate irrespective of risk level of the customer or transaction. However, as a matter of a good practice, Company may examine transactions/clients that may fall under “suspicious transactions” category as defined under Prevention of Money Laundering Act, 2002 and seek further information from the clients.

Fictitious Applications

As a matter of abundant caution and although not applicable in the case of Debentures, attention of applicants is specially drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013:

“Any person who—

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447.”

19. MANAGEMENT’S PERCEPTION OF RISK FACTORS

Potential investors should consider carefully all the risk factors in this Disclosure Document for evaluating the Issuer and its business and the Debentures before making any investment decision relating to the Debentures. Unless the context requires otherwise, the risk factors described below apply to the Issuer only. If any one of the following stated risks actually occurs, the Issuer’s business, financial conditions and results of operations could suffer and, therefore, the value of the Issuer’s Debentures could decline.

Unless specified or quantified in the relevant risk factors, the Issuer is not in a position to quantify the financial or other implications of any risk mentioned herein below:

I. Internal Risks Factors

1. Early Termination for Extraordinary Reasons, Illegality and Force Majeure

If the Issuer determines that, for reasons beyond its control, the performance of its obligations under the Debentures has become illegal or impractical in whole or in part for any reason, or the Issuer determines that, for reasons beyond its control, it is no longer legal or practical for it to maintain its hedging arrangements with respect to the Debentures for any reason, the Issuer may at its discretion and without obligation terminate early

the Debentures. If the Issuer terminates early the Debentures, the Issuer will, if and to the extent permitted by applicable law, pay the holder of each such Debenture an amount determined by the Calculation Agent/Issuer.

2. Interest Rate Risk

Since ERFL is engaged in lending and financing activities, its business and income will largely be dependent on interest income from its operations. Interest rates are highly sensitive to many factors, including the monetary policies of RBI, deregulation of the financial sector in India, domestic and International economic and political conditions, inflation and other factors beyond the control of ERFL. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility. There can be no assurance that significant interest rate movements will not have an effect on the results of its operations.

3. Credit Risk

Any lending and investment activity by the Issuer is exposed to credit risk arising from repayment default by borrowers and other counterparties. The Issuer has a systematic credit evaluation process to monitor the performance of its asset portfolio on a regular and continual basis to detect any material development, and constantly evaluate the changes and developments in sectors in which it has substantial exposure and to take timely appropriate remedial actions. The Issuer also undertakes periodic reviews of its entire asset portfolio with a view to determine the portfolio valuation identify potential areas of action and devise appropriate strategies thereon. Despite these efforts, there can be no assurance that repayment default will not occur and in such circumstances may have an effect on its results of operations. The principal amount is subject to the credit risk of the Issuer whereby the investor may or may not recover all or part of the funds in case of default by the Issuer.

4. The Company may be exposed to the potential loss of less recovery of value of collaterals due to delays in their enforcement on defaults by the Company's borrowers and also due to market conditions

The value of collaterals especially vehicles and / or real estate may decline due to adverse market conditions. Delays in bankruptcy and foreclosure proceedings, defects in title, documentation of collateral and the necessity of obtaining regulatory approvals for the enforcement of such collaterals may affect the valuation of the collateral and the Company may not be able to recover the estimated value of the collateral, thus exposing the Company to potential losses.

5. Increasing competition from banks, financial institutions and NBFCs

The successful implementation of Issuers growth plans depends on its ability to face the competition. The main competitors of the Issuer are NBFCs, financial institutions and banks. The Issuer, being an NBFC, does not have access to large quantities of low cost deposits because of which it may become less competitive. Many of its competitors have significantly greater financial, technical, marketing and other resources. Many of them also offer a wider range of services and financial products than the Issuer does and have greater brand recognition

and a larger client base. As the Issuer ventures into offering newer products, it is likely to face additional competition from those who may be better capitalised, have longer operating history and better management. If the Issuer is unable to manage its business and compete effectively with current or future competitors it might impede its competitive position and profitability.

5. Downgrading in Credit Rating

ICRA Limited has assigned “**ICRA AA [Double A]**” rating for long term borrowings through NCDs. The Issuer cannot guarantee that these ratings will not be downgraded. In the event of deterioration in the financial health of the Issuer, there is a possibility that the Rating Agencies may downgrade the ratings of the Debentures. Such a downgrade in the credit ratings may lower the value of the Debentures and may also result in the Issuer having to withdraw this borrowing programme.

CRISIL Limited has assigned “**CRISIL AA [Double A]**” rating for long term borrowings through NCDs. The Issuer cannot guarantee that these ratings will not be downgraded. In the event of deterioration in the financial health of the Issuer, there is a possibility that the Rating Agencies may downgrade the ratings of the Debentures. Such a downgrade in the credit ratings may lower the value of the Debentures and may also result in the Issuer having to withdraw this borrowing programme.

II.EXTERNAL RISK FACTORS

1. The Debentures may be illiquid

The Company intends to list the Debentures on the WDM segment of BSE. The Company cannot provide any guarantee that the Debentures will be frequently traded on the Stock Exchange(s) and that there would be any market for the Debenture(s). It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realise value for the Debentures prior to settlement of the Debentures.

2. A slowdown in economic growth in India

A slowdown in the Indian economy / GDP may adversely affect Company's business, including its ability to enhance its asset portfolio and the quality of its assets, and its ability to implement certain measures could be adversely affected by a movement in interest rates, or various other factors affecting the growth of industrial, manufacturing and services sector or a general down trend in the economy. Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact the Company's ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

3. Material changes in regulations to which the Company is subject

NBFCs in India are subject to detailed supervision and regulation by the RBI, though currently NBFCs not accepting public deposits are exempt from many provisions. In addition, the Company is generally subject to changes in Indian law, as well as to changes in regulations and policies and accounting principles. The RBI also requires the Company to make provisions in respect of NPAs. Any changes in the regulatory framework affecting NBFCs including the provisioning for NPAs or capital adequacy requirements could adversely affect the profitability of the Company or its future financial performance by requiring a restructuring of its activities, increasing costs or otherwise. The Company is subject to certain statutory, regulatory, exposure and prudential norms and this may limit the flexibility of the Company's loans, investments and other products.

4. Conditions in the Indian Equity market may affect the coupon on the Debentures

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies.

The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected, thereby affecting the indices.

20. UNDERTAKINGS BY THE INVESTOR:

The following risks associated to the Debentures, is subject to and pursuant to the terms of the Debentures as provided in this Disclosure Document, The initial subscriber by subscribing to, and any subsequent purchaser by purchasing the Debentures, shall be deemed to have agreed, and accordingly the Company shall be entitled to presume, that each of the initial subscriber, and any subsequent purchaser (Debenture holder, as also referred to hereinabove and hereinafter):

(A) has

- (1) sufficient knowledge (including of applicable laws, rules, regulations, circulars), experience and expertise as an investor, to make the investment in such Debentures;
- (2) not relied on either of the Company, or any of its affiliates, holding company, or any person acting on its behalf for any information, advice or recommendations of any sort except as regards the accuracy of the specific factual information about the terms of the Debentures as set out in the Disclosure Document;
- (3) understood that information contained in the Disclosure Document, or any other document issued by the Company is not being construed as business or investment advice; and

(4) made an independent evaluation and judgment of all risks and merits before investing in the Debentures;

(B) has understood there may be delay in listing of the Debentures and even after being listed, may not be marketable or may not have a market at all;

(C) has understood that without prejudice to (A), and (B) above,

(1) the method and manner of computation of, returns and calculations on the Debentures shall be solely determined by the Company, whose decision shall be final and binding;

(2) in the event of any discretions to be exercised, in relation to method and manner of any of the above computations including due to any disruptions in any of the financial markets or if for any other reason the calculations cannot be made as per the method and manner originally stipulated or referred to or implied, such alternative methods or approach shall be used as deemed fit by the Company and may include the use of estimates and approximations. All such computations shall be valid and binding on the Debenture holder, and no liability therefore will attach to the Company;

(D) has understood that in the event that the Debenture holder suffers adverse consequences or loss, the Debenture holder shall be solely responsible for the same and the Company, or any of its affiliates, holding company, or any person acting on its behalf shall not be responsible, in any manner whatsoever, for any adverse consequences or loss suffered by the Debenture holder, including but not limited to, on the basis of any claim that no adequate disclosure regarding the risks involved was made or that the full risks involved were not explained or understood;

(E) has reviewed the terms and conditions applicable to the Debentures as contained in the Disclosure Document, and understood the same, and, on an independent assessment thereof, confirmed the same to be correct and, found the same acceptable for the investment made and has also reviewed the risk disclosure with respect to the Debentures, and understood the risks, and determined that the Debentures are a suitable investment and that the Debenture holder can bear the economic risk of that investment, including the possibility of receiving lower than expected returns.

(F) has received all the information believed to be necessary and appropriate or material in connection with, and for, the investment in the Debentures;

(G) holds the Debentures as an investment and has not purchased the Debentures on a speculative basis;

(H) as an investor, is knowledgeable about applicable laws, rules, regulations with respect to the Debentures and is experienced in making investments, including in debt instruments having variable or unpredictable returns or no returns and also investments similar to the Debentures;

(I) in investing in the Debentures:

(i) has obtained such independent and appropriate financial, tax, accounting and legal advice as required and/or deemed necessary, to enable the Debenture holder to independently evaluate, assess and understand the appropriateness, merits and risks associated with investing in the Debentures, and also as to the Debenture holders' legal competency and ability (including under applicable laws and regulations), to invest in the Debentures;

(ii) has assumed, on the Debenture holders' own account, all risk of loss that may occur or be suffered including as to the returns on and/or the sale value of the Debentures and shall not look directly or indirectly to the Company (or to any person acting on its behalf) to indemnify or otherwise hold the Debenture holder harmless in respect of any such loss and/or damage and confirms that the Debenture holder is aware that, as returns on the Debentures are primarily linked to the CNX Nifty and even otherwise, the Debenture holder may receive negligible returns or not receive any returns at all over the term and/or part thereof, of the Debentures or upon maturity;

(J) has understood that, at any time during the term of the Debentures, the value of the Debentures may be substantially less than its redemption amount;

(K) undertakes that, if the Debenture holder sells the Debentures to subsequent investors, the Debenture holder shall ensure, and it is the Debenture holder's obligation in that regard, that:

(1) the subsequent investors receive the terms and conditions, risks and representations contained in the Disclosure Document and any other related document and fully understand the Debentures,

(2) sale to subsequent investors will be subject to such investors having confirmed the receipt of all of (1) above,

(3) the sale and transfer of the Debentures shall be effected only in the manner stipulated: by the Stock Exchange in accordance with the rules, regulations and bye-laws of the Stock Exchange;

(L) has the legal ability to invest in the Debentures, and the investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture holder, or its assets;

(M) where the Debenture holder is a partnership firm, it also confirms that :

(i) its investing in the Debentures on its terms is within the scope of its investment policy and is not in conflict with the provisions of the partnership deed currently in force;

- (ii) the investment in Debentures is being made by and on behalf of the partners (and binds all the partners jointly and severally), and that the partnership is in force and existing, and the investment has been ratified by all of the partners, jointly and severally;
 - (iii) the investment in Debentures has been duly authorised by all the partners, and does not contravene any provisions of the partnership deed, or any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the partnership or its assets or any of the partners or their respective assets;
 - (iv) for any minor as may have been admitted to the benefits of the partnership, the legal guardian of the minor has confirmed that the above applies equally to the minor as if the minor were a partner; and
 - (v) for any Hindu Undivided Family ("HUF") that may be partner, the Karta declares that the above equally binds each of the co-parcenors and beneficiaries of the HUF; and
- (N) where the Debenture holder is a company, it also confirms that:
- (i) notwithstanding the variable nature of the return on the Debentures, the Debenture holder is not precluded under any law, rules, regulations and/ or circular/s issued by any statutory authority/ies including under the Companies Act, 2013 and its Rules, from investing in the Debentures;
 - (ii) all necessary corporate or other necessary action has been taken to authorize, and that the Debenture holder has corporate ability and authority, to invest in the Debentures; and
 - (iii) investment in the Debentures does not contravene any provisions of the memorandum and the articles of association, or any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture holder or the Debenture holder's assets.
- (O) where there is an intermediary who sells the Debentures ("Intermediary"), it also confirms that :
- (i) it is registered with SEBI;
 - (ii) it is fully in compliance with the laws and regulations applicable to it including the the Prevention of Money Laundering Act, 2002 ("PML Act"), the Prevention of Money Laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Rules, 2005 ("PML Rules"), the requirements of Circular dated 20th March 2006 "Guidelines on Anti-Money Laundering Standards" of the SEBI ("AML Guidelines") together with the PML Act and the PML Rules, the "AML Laws & Rules"), all applicable know-your-client norms ("KYC Guidelines") and all applicable rules, regulation and guidelines issued by any relevant regulator;

- (iii) the Intermediary is appropriately selling the Debentures to its Clients /the investor(s) and such sale of the Debentures is within the scope of its authority and accordingly binds each of the Clients/ investor(s). The Intermediary has independently satisfied itself:
- (a) as to the suitability and appropriateness of the investment in the Debentures as regards each of the Clients / investor(s);
 - (b) as to the capacity and authority of each of the Clients / investor(s) to invest in such Debentures including obtaining of any licenses, authorizations, permissions, sanctions, consents or approvals; and
 - (c) that such sale of the Debentures will not contravene any applicable law.
- (iv) should there be any dispute by the Clients / investor(s) or any of them as regards the investment in the Debentures including but not limited to the scope of its authority with regard to such investment, the Intermediary shall be deemed to be the principal and any loss or liability arising out of the investment in the Debentures shall be to Intermediary's own account and/or dealt with entirely by the Intermediary with each of the Clients / investor(s), with no reference to the Issuer;
- (v) the Intermediary has conducted suitability and appropriateness checks on each of its clients / the investor(s) pursuant to the Structured Products Guidelines, and the Intermediary has fully advised each of its Clients / the investor(s) of the risks relating to investment in the Debentures and the rights of such Clients / investor(s) against the Intermediary as its principal and accepts responsibility for such advice;
- (vi) the Intermediary has strictly complied with all applicable AML Laws & Rules and KYC Guidelines in relation to each of the Clients / investor(s);
- (vii) the Intermediary consents to the disclosure or provision by the Issuer to any governmental or regulatory authority, or under any requirement of law, any information regarding the Client / investor (to the extent made available to the Issuer by the Intermediary) and the investment in the Debenture, as required of the Issuer under applicable regulations and/or as requested by any governmental or regulatory authority or under a provision of law;
- (viii) the Intermediary has ensured that the Client / investor has understood the risks involved in investment in the Debentures and is capable of taking the risks posed by the Debentures and has satisfied itself that the Debentures are suitable to the risk profile of the Client / investor and on request of the Issuer, the Intermediary shall produce documentary evidence to substantiate the same;
- (ix) the Intermediary shall provide its Clients / the investor(s) with a copy of the Offer Document;

- (x) the Intermediary shall guide the Clients / investor(s) as to where the valuations (of the Debentures) will be available;
- (xi) the Intermediary shall guide the Clients / investor(s) as to the applicable exit loads/exit options/liquidity support, (if any) etc. being provided by the Issuer or through the secondary market;
- (xii) the Intermediary further agrees to provide to the Issuer such additional information that the Issuer deems necessary or appropriate in order for the Issuer to comply with any such regulations and/or requests or requirements;
- (xiii) the Intermediary also further agrees (including on the basis of any request made by the Issuer in this regard), to provide, to any governmental or regulatory authority any information regarding any or all of the Clients / investor(s), the investment in the Debenture as required under regulations and/or as requested by any governmental or regulatory or other authority;
- (xiv) the Intermediary further agrees that it is appropriately selling these Debentures to its Clients / the investor(s) and that the activities of the Intermediary has not violated and will not violate applicable laws. The Intermediary confirms and undertakes that it has not and will not use the name of the Issuer or any of its group entities or any of the words in any of its advertisement or any marketing material and the Intermediary has not acted and shall not act in a manner that would render this Issue of Debentures, an offer to the public; and
- (xv) the Intermediary shall be responsible and liable to the Issuer for any penalties, losses etc. occasioned to the Issuer, its directors or employees, as a result of default or breach by the Intermediary of the confirmations / declarations contained hereinabove.

21. Disclaimers

This Disclosure Document in relation to the Debentures is made available by the Company to the applicant on the further strict understanding that:

- (i) the applicant is a "Person Resident in India" as defined under the Foreign Exchange Management Act, 1999;
- (ii) in providing this Disclosure Document to the applicant, the applicant confirms that there will be no violation of rules, regulations and byelaws issued by any applicable authority including those issued by the Securities and Exchange Board of India;
- (iii) the applicant has sufficient knowledge, experience, and professional advice to make his own evaluation of the merits and risks of a transaction of the type under this Disclosure Document; and

(iv) the applicant is not relying on the Issuer nor on any of the affiliates or the Holding Company for information, advice or recommendations of any sort except for the accuracy of specific factual information about the possible terms of the transaction.

The Company is not acting as the advisor or agent of the applicant. This Disclosure Document does not purport to identify for the applicant, the risks (direct or indirect) or other material considerations, which may be associated with the applicant entering into the proposed transaction. Prior to entering into any proposed transaction, the applicant should independently determine, without reliance upon the Company or the affiliates of the Company or the Holding Company, the economic risks and merits, as well as the legal, tax, and accounting characterizations and consequences of the transaction and including that the applicant is able to assume these risks. The Company, and/or the affiliates of the Company or the Holding Company, may act as principal or agent in similar transactions and/or in transactions with respect to instruments underlying a proposed transaction. The Company, and/or the affiliates of the Company and / or the Holding Company may, from time to time, have a long or short proprietary position/s and/or actively trade, by making markets for its clients, in financial products identical to or economically related to those financial products described in this Disclosure Document. The Company may also undertake hedging transactions related to the initiation or termination of a transaction, that may adversely affect the market price, rate, index or other market factors(s) underlying the financial product and consequently its value. The Company may have a commercial relationship with and access to information of reference securities, financial products, or other interests underlying a transaction.

This Disclosure Document and its contents are the Company's property, and are to be considered proprietary information and may not be reproduced or otherwise disseminated in whole or in part without the Issuer's written consent unless required to by judicial or administrative proceeding, and then with prior notice to the Company.

Applicants must understand that while the Debentures would be listed, in view of the nature and complexity of the Debentures, marketability may be impacted in a manner that cannot be determined.

Past performance is not indicative of future performance. Investment in the Debentures may be subject to the risk of loss, meaning the Debenture holder may lose some or all of its investment especially where changes in the value of the transaction may be accentuated by leverage. Even where the Debentures are principal protected, there is a risk that any failure by a person including a counterparty to perform obligations when due may result in the loss of all or part of the investment.

No liability whatsoever is accepted for any loss arising (whether direct or consequential) from any use of the information contained in this Disclosure Document. The Company undertakes no obligation to effect any

updates on information. Any opinions attributed to the Company, and/or the affiliates of the Company and / or the Holding Company constitute the Company's judgment as of the date of the material and are subject to change without notice. Provision of information may cease at any time without reason or notice being given.

The past performance of the Company in any product/scheme/instrument etc. is not indicative of the future performance in the same product/scheme/instrument etc or in any other product/scheme/instrument etc either existing or that may be offered. There is no assurance that past performances indicated in earlier product/scheme/instrument etc will be repeated. Applicants are not being offered any guaranteed or indicative returns through these Debentures.

Applicants must understand that while the issue and other dates are specified, with the change in any regulations by the SEBI or any other regulatory body or for any other reason, the issue itself / these dates can be cancelled / reformed at the discretion of the Issuer and shall be final and binding on the prospective holders /holders of those debentures.

NOTE:

This Disclosure Document is not intended for distribution and it is meant solely for the consideration of the person to whom it is addressed and should not be reproduced by the recipient. The Debentures mentioned herein are being issued on a private placement basis and this offer does not constitute nor should it be considered a public offer/invitation. Nothing in this Disclosure Document shall constitute and/or deem to constitute an offer or an invitation to an offer to the Indian public or any section thereof to subscribe for or otherwise acquire the Debentures. This Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by the Company and have been marked against the serial number provided herein and only such recipients are eligible to apply for the Debentures. Furthermore, NRIs, OCBs, FIIs and other persons resident outside India are not eligible to apply for or hold the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The Company or any other parties, whose names appear herein, shall not be liable for any statements made herein or any event or circumstance arising there from. Potential investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments.

Stock Exchange Disclaimer Clause

It is to be distinctly understood that filing of this Disclosure Document with the Stock Exchange should not, in any way, be deemed or construed that the same has been cleared or approved by the Stock Exchange. The Stock Exchange does not take any responsibility either for the financial soundness of any scheme or the project for

which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Disclosure Document.

22. SUMMARY TERM SHEET

Please find below a summary term sheet.

Issuer	Edelweiss Retail Finance Limited
Type of Instrument	Unsecured Redeemable Non-Convertible Subordinated Debt (Tier II) in the nature of Debentures (the "Debenture"/"NCDs")
Nature of Instrument	Unsecured & Subordinated to the claims of other Creditors and is free from restrictive clauses (Tier II Capital)
Seniority	Subordinated to the claims of other Creditors
Mode of Issue	Private Placement
Issue Size	Rs. 24 Crores
Option to retain oversubscription (Amount)	Not applicable
Eligible Investors	<p>The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures</p> <ul style="list-style-type: none"> • Individuals • Hindu Undivided Family • Trust • Limited Liability Partnerships • Partnership Firm(s) • Portfolio Managers registered with SEBI • Association of Persons • Companies and Bodies Corporate including Public Sector Undertakings • Commercial Banks • Regional Rural Banks • Financial Institutions • Insurance Companies • Mutual Funds • Provident Funds, Pension Funds, Gratuity Funds • Any other investor eligible to invest in these Debentures
Minimum Application Size	10 Debenture(s) and in multiples of 10 Debenture(s) thereafter.
Face Value	Rs. 10,00,000/- per Debenture
Issue Price	Rs. 10,00,000/- per Debenture
Tenor	10 years
Coupon Rate	9.25% p.a.

Redemption Date	31 July 2027
Redemption	NCDs are not redeemable at the instance of the investor or without the consent of the supervisory authority of the Company
Put/Call Option Date	Not Applicable
Put/Call Option Price	Not Applicable
Step Up/ Step Down Coupon Rate	Not Applicable
Coupon payment frequency	Annual
Coupon payment dates	Annually on 31-Jul-18, 31-Jul-19, 31-Jul-20, 31-Jul-21, 1-Aug-22, 31-Jul-23, 31-Jul-24, 31-Jul-25, 31-Jul-26 and on maturity on 31-Jul-27
Coupon types	Fixed Coupon
Day Count Basis	Actual/Actual
Interest on Application Money	Not Applicable
Redemption Value	Rs. 10,00,000/- per debenture
Redemption Premium / Discount	Not Applicable
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Listing	The Company proposes to list the Debentures on the WDM Segment of BSE Limited. The Issuer confirms that the Debentures would be listed within 20 days from the Deemed Date of Allotment.
Market Lot	The minimum lot size for trading shall be 1 Debenture and in multiples of 1 thereafter
Issuance mode of Debentures	Demat form
Trading mode of the Debentures	Demat form
Depository	NSDL
Security	Subordinate Debt is unsecured in nature.
Rating	"ICRA AA" (pronounced "ICRA Double A") by ICRA Limited for Rs. 200 Crores. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

	<p>“CRISIL AA” (pronounced “CRISIL Double A”) by CRISIL Limited for Rs. 200 Crores. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.</p>
Purpose and Objects of the Issue	The Issuer proposes to augment its Capital base and Long term resources to meet its requirements of capital and funds to carry on its business operations
Details of the Utilization of the proceeds	The proceeds of the issue of Debentures would be utilized by the Company to augment its Capital base and Long term capital requirement / for general corporate purposes
Settlement mode of the Debentures	Redemption proceeds comprising of the value of Principal, Interest and Premium amount shall be done by RTGS/cheque to the holders of the NCDs as on the Record Date.
Working day / Business days Convention	All days except Sunday and any public holiday on which banks in Mumbai are open for business.
Holiday Convention	<p>Should any of the date(s), including the Date of Allotment/Deemed Date of Allotment, or the Record Date, as defined in the Disclosure Document, falls on a Sunday or a public holiday or no high value clearing or RTGS is available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the next Working Day shall be considered as the effective date.</p> <p>Should the Maturity Date or Redemption Date of the debt securities falls on a Sunday or a public holiday or no high value clearing or RTGS is available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the redemption proceeds shall be paid on the previous working day.</p>
Record Date	The date, as may be fixed by the Company, which would be 15 days (or such other date as the Board may decide) for determination of the persons entitled to receive Interest and/or Principal amount in respect of the Debentures.
Issue Opening Date	31 July 2017
Issue Closing Date	31 July 2017
Deemed Date of Allotment	31 July 2017
Roles and Responsibilities of Debenture Trustee	<p>Regulation 15 of the SEBI (Debenture Trustees) Regulations 1993, prescribes duties of the Debenture Trustees including following :</p> <ol style="list-style-type: none"> 1. Call for periodical reports from the issuer. 2. To take possession of Trust property in accordance with the provisions of the Trust Deed. 3. To enforce security in the interest of the debenture holders.

4. To ensure on a continuous basis that the property charged to debentures is available and adequate at all times to discharge the Interest and/ or Principal amount payable to debenture holders.
 5. To exercise due diligence to ensure compliance by the issuer with the provisions of the Companies Act, the listing agreement of the stock exchange or the trust deed.
 6. To take appropriate measures for protecting the interest of debenture holders as soon as there is a breach of Trust Deed.
 7. To ascertain that the debentures have been redeemed or converted in accordance to the provisions of the offer document.
 8. To inform SEBI immediately of any breach of trust deed or provision and law
 9. To appoint a Nominee Director on the Board of Issuer in the event of:-
 - Two consecutive defaults in payment of Interest to the Debenture holders or
 - Default in creation of security for debentures or
 - Default in redemption of debentures
 10. A debenture trustee shall maintain the net-worth requirements as specified in these regulations on a continuous basis and shall inform the Board immediately in respect of any shortfall in the net worth and in such a case it shall not be entitled to undertake new assignments until it restores the net-worth to the level of specified requirement within the time specified by the Board.
 11. A debenture trustee may inspect books of account, records, registers of the body corporate and the trust property to the extent necessary for discharging its obligations.
- As a Debenture Trustee it may have to take steps as he may deem fit –
1. To ensure that the assets of the company issuing debentures are sufficient to discharge the principal amount at all times.
 2. To satisfy himself that the prospectus does not contain any matter which is inconsistent with the terms of the Debentures.
 3. To ensure that the company does not commit any breach of covenants of the Trust Deed or Terms of issue of Debentures.
 4. To take such reasonable steps to remedy any breach of the covenants of the Trust Deed.
 5. To take steps to call a meeting of holders of Debentures as and when such meeting is required to be held.

Governing Law and Jurisdiction

The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the directions of RBI & SEBI. The

	<p>Debenture holders, by purchasing the Debentures, agree that the Mumbai High Court shall have exclusive jurisdiction with respect to matters relating to the Debentures.</p>
<p>Additional Covenants</p>	<p>Security Creation: Not Applicable</p> <p>Default in Payment : In case of default in payment of interest, premium and/ or principal amount on the due date, additional interest of atleast @ 2% p.a. on the Face Value of the Debentures will be payable by the Company for the defaulting period.</p> <p>Delay in Listing: In case of delay in listing of the debt securities beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest of at least 1 % p.a. on the Face Value of the Debenture from the expiry of 30 days from the Deemed Date of Allotment till the listing of such debt securities to the investor.</p> <p>The interest rates mentioned in above three cases are the minimum interest rates payable by the Company and are independent of each other.</p>
<p>Material Transaction Documents</p>	<ul style="list-style-type: none"> • Letter appointing IDBI Trusteeship Services Limited, as Trustee to the Debenture holders (“Debenture Trustee”). • Letter appointing Link Intime India Pvt. Ltd as Registrar and Transfer Agent (“Registrar”). • Memorandum & Articles of Association of the Company. • Board Resolution dated August 6, 2016 authorizing issue of Debentures offered under terms of the Disclosure Document. (Copy of Board Resolution as Annexure-H) • Date of passing of resolution in general meeting, authorizing the offer of securities: August 29,2016 (Copy of Shareholders Resolution as Annexure-I) • Letter from ICRA Ltd & CRISIL Ltd conveying the credit rating for the Debentures of the Company (not more than 1 month old from the deemed date of allotment). • Detailed rating rationale adopted by ICRA Ltd & CRISIL Ltd • Debenture Trust deed executed between the Company and IDBI Trusteeship Services Limited. • Any other documentation in form and substance customary for Transactions of this nature.

Letter of Allotment	The Issuer shall ensure the Debentures are credited to the demat accounts of investors within 2 working days from the Deemed Date of Allotment
Debenture Trustee	IDBI Trusteeship Services Limited
Approvals	The Issuer agrees to comply with all applicable laws in respect of the Issue. The Issuer will be responsible for taking all the necessary authorizations and / or approvals internal, external regulatory, statutory or otherwise

Illustration of Cash Flows:

Company	Edelweiss Retail Finance Limited
Face Value (per security) Rs.	10,00,000
Issue Date/Date of Allotment	Monday, July 31, 2017
Redemption	Saturday, July 31, 2027
Coupon Rate	9.25%
Premium on Redemption	Rs. 10,00,000/- per debenture
Frequency of the Interest Payment with specified dates	Annually on 31-Jul-18, 31-Jul-19, 31-Jul-20, 31-Jul-21, 1-Aug-22, 31-Jul-23, 31-Jul-24, 31-Jul-25, 31-Jul-26 and on maturity on 31-Jul-27
Day Count Convention	Actual / Actual

Cash Flows	Actual Date	Payout Date	No. of days	Amount (in Rupees)
1 st coupon	Tuesday, July 31, 2018	Tuesday, July 31, 2018	365	92,500
2 nd coupon	Wednesday, July 31, 2019	Wednesday, July 31, 2019	365	92,500
3 rd coupon	Friday, July 31, 2020	Friday, July 31, 2020	366	92,500
4 th coupon	Saturday, July 31, 2021	Saturday, July 31, 2021	365	92,500
5 th coupon	Sunday, July 31, 2022	Monday, August 01, 2022	366	92,753
6 th coupon	Monday, July 31, 2023	Monday, July 31, 2023	364	92,247
7 th coupon	Wednesday, July 31, 2024	Wednesday, July 31, 2024	366	92,500
8 th coupon	Thursday, July 31, 2025	Thursday, July 31, 2025	365	92,500
9 th coupon	Friday, July 31, 2026	Friday, July 31, 2026	365	92,500
10 th coupon	Saturday, July 31, 2027	Saturday, July 31, 2027	365	92,500
Principal	Tuesday, July 31, 2018	Tuesday, July 31, 2018	-	1,000,000
Total			3,652	1,925,000

23. DECLARATION

It is hereby declared that this Disclosure Document contains full disclosure in accordance with Form No. PAS-4 pursuant to Section 42 of the Companies Act, 2013 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008 and as amended from time to time including SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide Circular No. LAD-NRO/GN/2012-13/19/5392 dated 12th October, 2012 and RBI Circular RBI/2012-13/560/ DNBD (PD) CC No. 330/03.10.001/2012-13 dated June 27, 2013 along with its clarification dated July 2, 2013 and RBI Circular RBI/2014-15/475/ DNBR(PD) CC No. 021/03.10.001/2014-15 dated February 20, 2015. The Issuer also confirms that this Disclosure Document does not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The Disclosure Document also does not contain any false or misleading statement. The Issuer accepts no responsibility for the statements made otherwise than in this Disclosure Document or in any other material issued by or at the instance of the Issuer and any one placing reliance on any other source of information would be doing so at his own risk.

I am authorized by the Board of Directors of the Company vide resolution number 6 dated August 6, 2016 to sign this Disclosure Document and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this Disclosure Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For Edelweiss Retail Finance Limited



Name: Krishnaswamy Siddharth

Designation: Non-Executive Director



Place: Mumbai

Date: 31 July 2017

DECLARATION BY THE INVESTOR

I/We hereby confirm that I/we have reviewed, read and understood the terms and conditions contained in the Disclosure Document, including the payoff calculation, the Early Redemption Option and the liquidity risks and found the same acceptable for investment.

I/We hereby confirm that we have been explained the nature of these Debentures. Further, I/We understand the nature of the risks inherent in an investment in these Debentures.

#Sole/First Applicant**Second Holder****Third Holder****Name****Signature**

#In case of corporate/HUF/partnership, authorized signatories with stamp

Edelweiss Retail Finance Limited
List of Offices as on March 31, 2017

S.No.	Branch or Office or Representative Office outside India	State	City/Village	Complete Address
1	Registered & Corporate Office	Maharashtra	Mumbai	Edelweiss House, 4th floor, Off C.S.T Road, Kalina, Santacruz (East), Mumbai - 400098
2	Branch Office		Mumbai	Ground Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla(W),Mumbai - 400070
3	Branch Office		Pune	Ground Floor, Unit G 4 and G 5, Pride Kumar Senete-I, Senapati Bapat road, Shivaji Nagar, Pune – 411016
4	Branch Office		Nagpur	Pardesi Plaza, Plot No.283, Nawab Area, Dharampeth, Nagpur-440010
5	Branch Office		Nashik	Shop No 5, 2nd Floor, R-Square,Above State Bank of Hyderabad, Thatte Nagar, College Road,Nashik-422005
6	Branch Office	Delhi	New Delhi	103,105,110 &111, First Floor, Mercantile House,15 K.G. Marg, New Delhi - 110001
7	Branch Office	Telangana	Hyderabad	Osman Plaza, 4 th Floor, Road No. 1, Banjara Hills, Near Nagarjuna Circle, Hyderabad-500034
8	Branch Office	Andhra Pradesh	Vijayawada	1st Floor, AVR Arcade, No 40-9-76/3, Sai Nagar, Near Benze Circle, Vijayawada - 520010
9	Branch Office	Karnataka	Bangalore	2nd Floor, No. 421/A, 6th Block, Koramanagala, 80 Feet Road, Bangalore - 560 095
10	Branch Office	Gujarat	Ahmedabad	501, 5th Floor, Broadway Business Centre, Opp. Samartheshwar Mahadev Temple, Law Garden, Ahmedabad-380006
11	Branch Office		Surat	4 th Floor, C-406, International Trade Centre, Near Majura Gate, Ring Road, Surat, Gujarat - 395 002
12	Branch Office		Surat	3 rd Floor, 312, International Trade Centre, Near Majura Gate, Ring Road, Surat- 395002
13	Branch Office		Baroda	3rd floor, Savoy Complex, Near DCB Bank, Old Padra road, Baroda - 390012
14	Branch Office		Vapi	3rd floor, Office no. 8 and 9, "Girnar Khushboo Plaza" Plot No.209, Near Reliance Mall,GIDC Vapi - 396195

ANNEXURE A

15	Branch Office	Rajasthan	Jaipur	701-702,VIIth Floor, Greenhouse, Ashok Marg, C-Scheme, Jaipur-302001
16	Branch Office	Tamil Nadu	Chennai	3rd Floor, M. T. Rajan Properties, 40 Bazzulah Road, T. Nagar, Chennai, Tamil Nadu - 600 017
17	Branch Office		Coimbatore	No. 229, 3rd floor, Sir Shanmugam Road, R.S.Puram,Coimbatore-641002
18	Branch Office	Chandigarh	Chandigarh	1st Floor, SCO-128-129, Sector-8-C, Chandigarh-160008
19	Branch Office	Madhya Pradesh	Indore	Unit No. 107,1st Floor, Megapolis Square, 579 M. G. Road, Indore - 452 001
20	Branch Office	Haryana	Karnal	SCO-241, 1st floor, Sector-12, Urban Estate, Karnal-132001
21	Branch Office	West Bengal	Kolkata	2A & 2B, Savitri Tower, 3A, Dr. Martin Luther King Sarani (Formerly Upper Wood Street) Kolkata - 700017

Edelweiss Retail Finance Limited

ANNEXURE B

FY 16-17

Balance Sheet

as at 31 March 2017

(Currency: Indian Rupees in Millions)

	Note	As at 31 March 2017	As at 31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2.1	329.50	299.50
(b) Reserves and surplus	2.2	2,805.43	2,311.13
		<u>3,134.93</u>	<u>2,610.63</u>
Non-current liabilities			
(a) Long-term borrowings	2.3	6,646.75	7,726.86
(b) Other long-term liabilities	2.4	192.70	93.98
(c) Long-term provisions	2.5	95.66	49.39
		<u>6,935.11</u>	<u>7,870.23</u>
Current liabilities			
(a) Short-term borrowings	2.6	1,751.00	556.35
(b) Trade payables	2.7		
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		390.80	172.53
(c) Other current liabilities	2.8	3,248.27	3,257.38
(d) Short-term provisions	2.9	56.74	72.04
		<u>5,446.81</u>	<u>4,058.30</u>
TOTAL		<u><u>15,516.85</u></u>	<u><u>14,539.16</u></u>
ASSETS			
Non-current assets			
(a) Fixed assets	2.10		
(i) Property, plant & equipment		9.29	1.71
(ii) Intangible assets		3.31	0.10
(iii) Intangibles under development		1.00	1.10
(b) Deferred tax assets (net)	2.11	21.92	10.74
(c) Long-term loans and advances	2.12	7,706.41	8,008.42
(d) Other non-current assets	2.13	42.00	1.87
		<u>7,783.93</u>	<u>8,023.94</u>
Current assets			
(a) Cash and bank balances	2.14	72.21	140.29
(b) Short-term loans and advances	2.15	7,296.37	6,196.17
(c) Other current assets	2.16	364.34	178.76
		<u>7,732.92</u>	<u>6,515.22</u>
TOTAL		<u><u>15,516.85</u></u>	<u><u>14,539.16</u></u>

Significant accounting policies and notes to the financial statements 1 & 2

As per our report of even date attached.

For BSR & Associates LLP
Chartered Accountants
Firm's Registration No. 116231W/W-100024

Ashwin Suvarna

Partner
Membership No: 109503

Mumbai
16 May 2017

For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited

Anil Kothuri

Director
DIN: 00177945

Vineet Mahajan
Chief Financial Officer

Mumbai
16 May 2017

Krishnaswamy
Siddharth

Director
DIN: 02463804

Sudipta Majumdar
Company Secretary

Mumbai
16 May 2017

Edelweiss Retail Finance Limited

Statement of Profit and Loss

for the year ended 31 March 2017

(Currency : Indian Rupees in Millions)

	Note	For the year ended 31 March 2017	For the year ended 31 March 2016
Revenue from operations			
Fee and commission income	2.17	187.20	80.97
Interest income	2.18	2,338.16	1,532.57
Other income	2.19	9.98	1.18
Total Revenue		2,535.34	1,614.72
Expenses			
Employee benefit expenses	2.20	215.71	49.32
Finance costs	2.21	1,161.19	793.16
Depreciation	2.10	3.32	0.55
Other expenses	2.22	665.82	392.40
Total expenses		2,046.04	1,235.43
Profit before tax		489.30	379.29
Tax expense:			
(1) Current tax (includes short provision for earlier years Rs. 0.03 million (Previous year Rs. 8.23 million)		181.01	145.53
(2) Deferred tax (Net)		(11.17)	(13.26)
Profit for the year		319.46	247.02

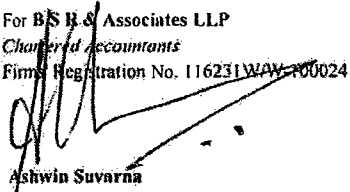
Earnings per equity share (Face value Rs. 10 each):

Basic and diluted (in rupees) 2.25 10.08 12.28

Significant accounting policies and notes to the financial statements 1 & 2

As per our report of even date attached.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No. 116231WAW-00024



Ashwin Suvarna

Partner

Membership No: 109503

Mumbai
16 May 2017

For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited



Anil Kothuri

Director

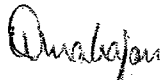
DIN: 00177945



Krishnaswamy
Siddharth

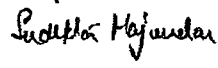
Director

DIN : 02463804



Vineet Mahajan
Chief Financial Officer

Mumbai
16 May 2017



Sudipta Majumdar
Company Secretary

Mumbai
16 May 2017

Edelweiss Retail Finance Limited

Cash Flow Statement

for the year ended 31 March 2017

(Currency - Indian Rupees in Millions)

	For the year ended 31 March 2017	For the year ended 31 March 2016
A Cash flow from operating activities		
Profit before tax	489.30	379.29
<i>Adjustments for</i>		
Depreciation*	3.32	0.55
Provision for standard assets	9.64	28.00
Provision for Restructured advances	2.91	1.25
Provision for non performing assets	(23.79)	26.69
Provision for credit loss on securitisation	30.14	5.60
Bad-debits and advance written off	225.54	1.78
Interest on income tax refund	-	(0.05)
Loss on sale of Fixed assets(net)	0.02	-
Operating cash flow before working capital changes	737.08	443.11
Add / (Less): Adjustments for working capital changes		
Increase in receivable from financing business (Refer note 1)	(5,114.77)	(8,444.92)
Increase in other loans and advances	(21.11)	(242.66)
Increase in other current assets	(225.71)	(32.76)
Increase in liabilities and provisions	300.65	687.64
Net cash used in operating activities	(4,323.86)	(7,589.59)
Income taxes paid	(164.80)	(134.82)
Net cash used in operating activities - A	(4,488.66)	(7,724.40)
B Cash flow from investing activities		
Purchase of fixed assets	(14.50)	(4.86)
Sale of fixed assets	0.47	-
Increase in fixed deposits	(64.33)	-
Net cash used in investing activities - B	(78.36)	(4.86)
C Cash flow from financing activities		
Proceeds from issue of equity shares	264.00	1,128.14
Premium payable on redemption of non convertible debentures	(90.47)	-
Proceeds from loans securitization / assignment	4,112.16	-
Proceeds from long-term borrowings (Refer note 1)	(1,080.10)	4,186.86
Proceeds from short-term borrowings (Net of repayment)	1,229.02	2,539.95
Net cash generated from financing activities - C	4,434.61	7,854.95
Net Increase in cash and cash equivalents (A+B+C)	(132.41)	125.69
Cash and cash equivalents as at the beginning of the year	140.29	14.60
Cash and cash equivalents as at the end of the year (Refer note 2.14)	7.88	140.29

Notes:

- 1 Net figures have been reported on account of volume of transactions

As per our report of even date attached.

For P S R & Associates LLP
Chartered Accountants
Firm's Registration No. 116231 W/W-100024

Ashwin Suvarna

Partner

Membership No: 109503

For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited

Anil Kothuri

Director

DIN: 00177945

Krishna Wamy
Siddharth

Director

DIN: 02463804

Vineet Mahajan

Chief Financial Officer

Sudipta Majumdar

Company Secretary

Mumbai
16 May 2017

Mumbai
16 May 2017

Mumbai
16 May 2017

Edelweiss Retail Finance Limited

Balance Sheet

as at 31 March 2016

(Currency : Indian Rupees in Million)

	Note	As at 31 March 2016	As at 31 March 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2.1	299.50	156.59
(b) Reserves and surplus	2.2	<u>2,311.13</u>	<u>1,078.88</u>
		2,610.63	1,235.47
Non-current liabilities			
(a) Long-term borrowings	2.3	7,726.86	3,540.00
(b) Deferred tax liabilities (Net)	2.4	-	2.52
(c) Other long-term liabilities	2.5	93.98	27.30
(d) Long-term provisions	2.6	49.39	11.47
Current liabilities			
(a) Short-term borrowings	2.7	556.35	502.86
(b) Trade payables	2.8	172.53	47.96
(c) Other current liabilities	2.9	3,257.38	277.38
(d) Short-term provisions	2.10	72.04	35.24
TOTAL		<u><u>14,539.16</u></u>	<u><u>5,680.20</u></u>
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.11	1.71	0.38
(ii) Intangible assets	2.11	0.10	-
(iii) Intangibles under development		1.10	-
(b) Deferred tax assets (net)	2.4	10.74	-
(c) Long-term loans and advances	2.12	8,008.42	4,195.48
(d) Other non-current assets	2.13	1.87	-
		<u>8,823.94</u>	<u>4,195.86</u>
Current assets			
(a) Cash and bank balances	2.14	140.29	14.60
(b) Short-term loans and advances	2.15	6,196.17	1,412.36
(c) Other current assets	2.16	178.76	57.38
		<u>6,515.22</u>	<u>1,484.34</u>
TOTAL		<u><u>14,539.16</u></u>	<u><u>5,680.20</u></u>

Significant accounting policies and notes to the financial statements

1 & 2

As per our report of even date attached.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No. 116231W/W-100024

Ashwin Suvarna

Partner

Membership No: 109503

Mumbai

12 May 2016

For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited

Anil Kothuri

Director

DIN: 00177945

Shaloo Mimani

Director

DIN: 07404075

Vineet Mahajan

Chief Financial Officer

Sudipta Majumdar

Company Secretary

Mumbai

12 May 2016

Edelweiss Retail Finance Limited

Statement of Profit and Loss

for the year ended 31 March 2016

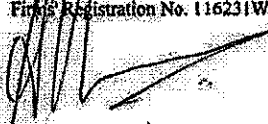
(Currency : Indian Rupees in Million)

	Note	For the year ended 31 March 2016	For the year ended 31 March 2015
Revenue from operations			
Fee and commission income	2.17	80.97	18.87
Interest income	2.18	1,532.57	433.32
Other income	2.19	1.18	0.30
Total Revenue		1,614.72	452.49
Expenses			
Employee benefit expenses	2.20	49.32	32.17
Finance costs	2.21	793.16	184.98
Depreciation ^	2.11	0.55	0.00
Other expenses	2.22	392.40	117.37
Total expenses		1,235.43	334.52
Profit before tax		379.29	117.97
Tax expense:			
(1) Current tax (includes short provision for earlier years Rs. 8.23 million (Previous year Rs nil)).		145.53	39.18
(2) Deferred tax (Net)		(13.26)	2.23
Profit for the year		247.02	76.56
^ - Amount is less than 0.01 million.			
Earnings per equity share (Face value Rs. 10 each): Basic and diluted (in rupees)	2.25	12.28	6.72

Significant accounting policies and notes to the financial statements 1 & 2

As per our report of even date attached.

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No. 116231W/W-100024


Ashwin Suvarna
Partner
Membership No: 109503

For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited


Anil Kothuri
Director
DIN: 00177945


Shalinee Mimani
Director
DIN: 07404075


Vineet Mahajan
Chief Financial Officer


Sudipta Majumdar
Company Secretary

Mumbai
12 May 2016

Mumbai
12 May 2016

Edelweiss Retail Finance Limited

Cash Flow Statement

for the year ended 31 March 2016

(Currency : Indian Rupees in Million)

	For the year ended 31 March 2016	For the year ended 31 March 2015
A Cash flow from operating activities		
Profit before tax	379.29	117.97
<i>Adjustments for</i>		
Depreciation ^	0.55	0.00
Provision for compensated absences	0.77	0.02
Provision for standard assets	28.00	12.71
Provision for Restructured advances	1.25	-
Provision for non performing assets	26.69	1.40
Provision for credit loss on securitisation	5.60	-
Bad- debts and advances written off	1.78	-
Amortised loan processing fees	(64.22)	(15.97)
Amortised loan origination cost	90.48	24.87
Interest on income tax refund	(0.85)	-
Operating cash flow before working capital changes	470.14	141.00
Add / (Less): Adjustments for working capital changes		
Increase in receivable from financing business (refer note 1 below)	(8,444.92)	(4,888.75)
Increase in other loans and advances	(242.66)	(108.66)
Increase in other current assets	(123.24)	(53.68)
Increase in liabilities and provisions	751.09	344.41
Cash used in operations	(7,589.58)	(4,565.68)
Income taxes paid	(134.82)	(8.04)
Net cash used in operating activities - A	(7,724.40)	(4,573.72)
B Cash flow from investing activities		
Purchase of Fixed asset	(3.88)	(0.38)
Net cash used in investing activities - B	(4.86)	(0.38)
C Cash flow from financing activities		
Proceeds from issue of equity shares	1,128.14	949.53
Proceeds from long-term borrowings (refer note 1 below)	4,186.86	3,390.00
Proceeds from short-term borrowings (Net of repayment)	2,539.95	246.82
Net cash generated from financing activities - C	7,854.95	4,586.35
Net Increase in cash and cash equivalents (A+B+C)	125.69	12.25
Cash and cash equivalents as at the beginning of the year	14.60	2.35
Cash and cash equivalents as at the end of the year (refer note 2.14)	140.29	14.60

Notes:

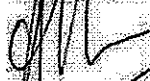
1. Net figures have been reported on account of volume of transactions.
^ - Amount is less than 0.01 million.

As per our report of even date attached.

For B S R & Associates LLP

Chartered Accountants

Finance Registration No. 116231W/W-100024



Ashwin Suvarna
Partner

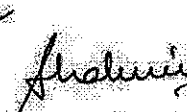
Membership No: 109503

Mumbai
12 May 2016

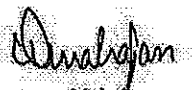
For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited



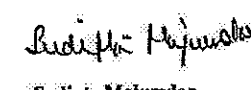
Anil Kojhuri
Director
DIN: 00177945



Shalinee Mimani
Director
DIN: 07404075



Vineet Mahajan
Chief Financial Officer



Sudipta Majumdar
Company Secretary

Mumbai
12 May 2016

Edelweiss Retail Finance Limited (formerly Affluent Dealcom Private Limited)**Balance Sheet**

(Currency : Indian Rupees)

	Note	As at 31 March 2015	As at 31 March 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2.1	15,65,88,330	2,99,85,000
(b) Reserves and surplus	2.2	1,07,88,81,980	17,94,04,049
		<u>1,23,54,70,310</u>	<u>20,93,89,049</u>
Non-current liabilities			
(a) Long-term borrowings	2.3	3,54,00,00,000	15,00,00,000
(b) Deferred tax liabilities (Net)	2.4	25,22,340	2,83,323
(c) Other long term liabilities	2.5	2,73,01,074	25,72,459
(d) Long-term provisions	2.6	1,14,70,972	7,09,447
Current liabilities			
(a) Short-term borrowings	2.7	50,28,60,060	25,60,55,675
(b) Trade payables	2.8	4,79,57,498	1,45,32,824
(c) Other current liabilities	2.9	27,73,81,494	71,17,008
(d) Short-term provisions	2.10	3,52,37,910	8,56,077
TOTAL		<u><u>5,68,02,01,658</u></u>	<u><u>64,15,15,862</u></u>
ASSETS			
Non-current assets			
(a) Fixed assets	2.11		
(i) Tangible assets		3,79,096	
(b) Long-term loans and advances	2.12	4,19,54,76,669	28,74,52,014
		<u>4,19,58,55,765</u>	<u>28,74,52,014</u>
Current assets			
(a) Cash and bank balances	2.13	1,46,02,080	23,48,996
(b) Short-term loans and advances	2.14	1,41,23,63,581	34,80,12,061
(c) Other current assets	2.15	5,73,80,232	37,02,791
		<u>1,48,43,45,893</u>	<u>35,40,63,848</u>
TOTAL		<u><u>5,68,02,01,658</u></u>	<u><u>64,15,15,862</u></u>

Significant accounting policies and notes to the financial statements

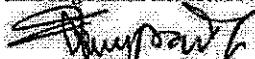
1 & 2

As per our report of even date attached.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No. 116231W/W-100024


N Sampath Ganesh
Partner

Membership No: 042554

Mumbai

14 May 2015

For and on behalf of the Board of Directors


Anil Kothuri
Director

DIN: 00177945


Krishnaswamy Siddharth
Director

DIN: 02463804

Mumbai

14 May 2015

Edelweiss Retail Finance Limited (formerly Affluent Dealcom Private Limited)

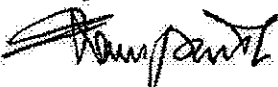
Statement of Profit and Loss

(Currency : Indian Rupees)

	Note	For the year ended 31 March 2015	For the year ended 31 March 2014
Revenue from operations			
Fee and commission income	2.16	1,88,74,809	2,68,854
Income from treasury	2.17	-	43,26,839
Interest income	2.18	43,33,19,270	1,57,34,945
Other income	2.19	2,95,785	-
Total Revenue		45,24,89,864	2,03,30,638
Expenses			
Employee benefit expenses	2.20	3,21,65,042	1,14,383
Finance costs	2.21	18,49,81,789	61,10,271
Depreciation	2.11	567	-
Other expenses	2.22	11,73,71,991	1,26,06,008
Total expenses		33,45,19,389	1,88,30,662
Profit before tax		11,79,70,475	14,99,976
Tax expense:			
(1) Current tax		3,91,75,174	5,83,940
(2) MAT credit entitlement		-	(3,41,987)
(3) Deferred tax charge		22,39,015	2,83,324
Profit for the year		7,65,56,286	9,74,699
Earnings per equity share (Face value Rs. 10 each):			
Basic and diluted	2.25	6.72	0.96
Significant accounting policies and notes to the financial statements	1 & 2		

As per our report of even date attached.

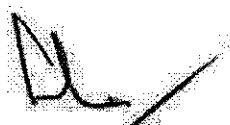
For BSR & Associates LLP
Chartered Accountants
Firm Registration No. 116231W /W-100024



N Sampath Ganesh
Partner
Membership No: 042554

Mumbai
14 May 2015

For and on behalf of the Board of Directors



Anil Kothari
Director
DIN: 00177945

Mumbai
14 May 2015



Krishnaswamy Siddharth
Director
DIN: 02463804

Edelweiss Retail Finance Limited (formerly Affluent Dealcom Private Limited)

Cash Flow Statement

(Currency : Indian Rupees)

For the year ended
31 March 2015

For the year ended
31 March 2014

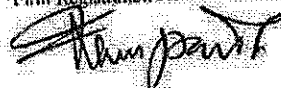
	For the year ended 31 March 2015	For the year ended 31 March 2014
A Cash flow from operating activities		
Profit before tax	11,79,70,475	14,99,976
<i>Adjustments for</i>		
Depreciation	567	-
Provision for compensated absences	23,000	-
Provision for standard assets - addition	1,27,14,783	15,64,524
Provision for non performing assets	14,04,451	-
Amortised loan processing fees	(1,59,65,095)	(2,67,826)
Amortised loan origination cost	2,48,74,026	4,20,699
Profit on sale of current investments (net)	-	(43,26,839)
	14,10,22,207	(11,09,466)
Operating cash flow before working capital changes		
Add / (Less): Adjustments for working capital changes	(4,88,87,46,396)	(62,58,11,040)
Increase in receivable from financing business (Refer note 1)	(10,86,63,533)	(95,21,137)
Increase in other loans and advances	(5,36,77,441)	(37,02,791)
Increase in other current assets	24,68,04,385	25,60,55,875
Increase from short-term borrowings (Net of repayment)	34,44,11,870	2,42,50,996
Increase in liabilities and provisions		
	(4,31,88,48,908)	(35,98,37,763)
Cash used in operations		
	(80,43,320)	(7,40,426)
Income taxes paid		
	(4,32,68,92,228)	(36,05,78,189)
Net cash used in operating activities - A		
B Cash flow from investing activities	(3,79,663)	-
Purchase of Fixed asset		6,29,26,739
Sale of current investments		
	(3,79,663)	6,29,26,739
Net cash (used in) / generated from investing activities - B		
C Cash flow from financing activities		
Proceeds from issue of equity shares	94,95,24,975	15,00,00,000
Proceeds from long-term borrowings (Refer note 1)	3,39,00,00,000	15,00,00,000
	4,33,95,24,975	30,00,00,000
Net cash generated from financing activities - C		
	1,22,53,084	23,48,550
Net Increase in cash and cash equivalents (A+B+C)		
Cash and cash equivalents as at the beginning of the year	23,48,996	446
Cash and cash equivalents as at the end of the year (Refer note 2.13)	1,46,02,080	23,48,996

Notes:

1 Net figures have been reported on account of volume of transactions.

As per our report of even date attached.


For BSR & Associates LLP
Chartered Accountants
Firm Registration No. 116231W /W-100024


N Sampath Ganesh
Partner
Membership No: 042554

Mumbai
14 May 2015

For and on behalf of the Board of Directors


Anil Kothari
Director
DIN: 00177945


Krishnaswamy Siddharth
Director
DIN: 02463804

Mumbai
14 May 2015

Edelweiss Retail Finance Limited

Corporate Identity Number : U67120MH1997PLC285490

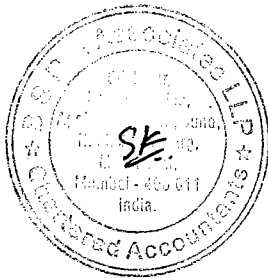
Regd. Off: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 Tel: +91-22-40094400 Fax : +91-22-40194925

website: www.edelweisretailfin.com

Financial Results for the six months ended and year ended 31 March 2017

(Currency : Indian rupees in crores)

Particulars	For the six months	For the six months	For the year ended 31	For the year ended 31
	ended 31 March 2017 (Unaudited)	ended 31 March 2016 (Unaudited)	March 2017 (Audited)	March 2016 (Audited)
I. Revenue from operations	132.49	99.09	252.53	161.36
II. Other income	0.55	0.07	1.00	0.11
III. Total Revenue (I+II)	133.04	99.16	253.53	161.47
IV. Expenses				
Employee benefits expense	13.37	3.62	21.57	4.93
Finance costs	61.85	49.39	116.12	79.32
Depreciation and amortisation expense	0.25	0.03	0.33	0.05
Other expenses	30.15	23.20	66.58	39.24
Total expenses	105.62	76.24	204.60	123.54
V. Profit before tax (III - IV)	27.42	22.92	48.93	37.93
VI. Tax expenses:				
(1) Current tax	5.95	8.34	18.10	14.55
(2) Deferred tax	3.90	(0.41)	(1.12)	(1.32)
VII. Profit for the year (V - VI)	17.57	14.99	31.95	24.70
VIII. Earnings per equity share in Rupees (Face value Rs. 10 each)				
(1) Basic	5.33	6.40	10.08	12.28
(2) Diluted	5.33	6.40	10.08	12.28




Edelweiss Retail Finance Limited

Corporate Identity Number : U67120MH1997PLC285490

Regd. Off: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 Tel: +91-22-40094400 Fax : +91-22-40194925

website: www.edelweissretailfin.com

Statement of Assets and Liabilities as at 31 March 2017

(Currency : Indian rupees in crores)

Particulars	As at 31 March 2017 (Audited)	As at 31 March 2016 (Audited)
I EQUITY AND LIABILITIES		
(1) Shareholders' funds		
(a) Share capital	32.95	29.95
(b) Reserves and surplus	280.54	231.11
	313.49	261.06
(2) Non-current liabilities		
(a) Long-term borrowings	664.67	772.69
(b) Other long-term liabilities	19.27	9.40
(c) Long-term provisions	9.57	4.94
	693.51	787.03
(3) Current liabilities		
(a) Short-term borrowings	175.10	55.64
(b) Trade payables		
(A) total outstanding dues of micro enterprises and small enterprises	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	39.08	17.25
(c) Other current liabilities	324.83	325.74
(d) Short-term provisions	5.67	7.20
	544.68	405.83
TOTAL	1,551.68	1,453.92
II ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	0.93	0.17
(ii) Intangible assets	0.33	0.01
(iii) Capital work in progress	-	-
(iv) Intangible under development	0.10	0.11
(b) Deferred tax assets (net)	2.19	1.07
(c) Long-term loans and advances	770.64	800.84
(d) Other non-current assets	4.20	0.19
	778.39	802.39
(2) Current assets		
(a) Cash and bank balances	7.22	14.03
(b) Short-term loans and advances	729.64	619.62
(c) Other current assets	36.43	17.88
	773.29	651.53
TOTAL	1,551.68	1,453.92

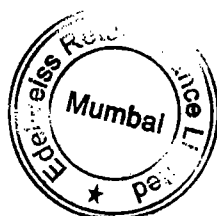
Note :

- 1 The Financial results of Edelweiss Retail Finance Limited ('ERFL' or 'the Company') for the six months and year ended 31 March 2017 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 16 May 2017.
- 2 The Statement and details as referred in Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached as Annexure - A.
- 3 Earnings per share for the half year ended 31 March 2017 and 31 March 2016 have been calculated for six months and not annualised.
- 4 Previous period's / year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/ disclosure.
- 5 The financial results are available on the Company's website - www.edelweissretailfin.com
- 6 As stipulated under section 52 of the Companies Act, 2013, the Company has utilised the securities premium towards the amortisation of premium payable on redemption of debentures of Rs. 5.92 crores (net of tax) for the year ended 31 March 2017.
- 7 In terms of SEBI Circular CIR/CFD/CMD/56/2016 dated 27 May 2016, the Company hereby declares that the auditors have issued audit report with unmodified opinion on annual financial results for the year ended 31 March 2017.

On behalf of the Board of Directors



Shalinee Mimani
Director
DIN : 07404075



Date : 16 May 2017
Place : Mumbai

Edelweiss Retail Finance Limited

Corporate Identity Number : U67120MH1997PLC285490
 Regd. Off: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 Tel: +91-22-40094400 Fax : +91-22--40194925
 website: www.edelweisretailfin.com

Financial Results for the half year ended on September 30, 2016

(Rs. in Crores)

Particulars	Half Year Ended		Year Ended
	September 30, 2016	September 30, 2015	March 31, 2016
	Unaudited	Unaudited	Audited
1. Interest earned (a)+(b)+(c)+(d)	111.24	59.21	153.26
(a) Interest on loans	111.24	59.21	153.26
(b) Income on investments	-	-	-
(c) Interest on balances with Reserve Bank of India and other inter bank funds	-	-	-
(d) Others	-	-	-
2. Other Income	9.25	3.10	8.21
3. Total Income (1+2)	120.49	62.31	161.47
4. Interest Expended	54.27	29.93	75.77
5. Operating Expenses (i)+(ii)	29.03	14.36	41.62
(i) Employees cost	8.20	1.31	4.93
(ii) Other operating expenses	20.83	13.05	36.69
6. Total Expenditure (4+5) excluding Provisions and Contingencies	83.30	44.29	117.39
7. Operating Profit before Provisions and Contingencies (3-6)	37.19	18.02	44.08
8. Provisions (other than tax) and Contingencies	15.68	3.01	6.15
9. Exceptional Items	-	-	-
10. Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8-9)	21.51	15.01	37.93
11. Tax expense	7.13	5.30	13.23
12. Net Profit(+)/ Loss(-) from Ordinary Activities after tax (10-11)	14.38	9.71	24.70
13. Extraordinary items (net of tax expense)	-	-	-
14. Net Profit (+)/Loss(-) for the period/year (12-13)	14.38	9.71	24.70
15. Paid-up equity share capital (Face Value of Rs.10 each)	32.95	22.33	29.95
16. Reserves excluding Revaluation Reserves			231.11
17. Analytical Ratios			
(i) Capital Adequacy Ratio	17.46%	19.41%	18.70%
(ii) Earnings Per Share (Basic and Diluted)(In Rupees)(Refer note 2)	4.73	5.78	12.28
18. NPA Ratios			
a) % of Gross NPA to Total credit exposure	0.81%	0.16%	0.28%
b) % of Net NPA to Total credit exposure	0.13%	0.07%	0.07%
19. Return on Assets (Refer note 3)	0.92%	1.22%	2.44%

Notes:-

1) The above Unaudited Financial Results of Edelweiss Retail Finance Limited ("ERFL" or "the Company") for the half year ended September 30, 2016 have been subjected to a 'Limited Review' by the Statutory Auditors of the Company and have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on November 08, 2016.

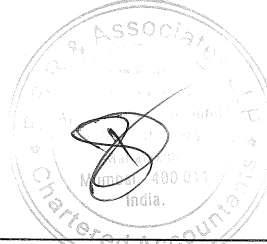
2) Earnings per share for the half year ended September 30, 2016 and September 30, 2015 have been calculated for six months and not annualised.

3) Return on Assets has been computed as a percentage of profit after tax to average total assets and not annualised for half year ended results.

4) The previous financial year/period figures have been regrouped /reclassified wherever necessary to conform to current financial year/ period presentation.

5) The Statement and details as referred in Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached as Annexure A.

Date: November 08, 2016
Place: Mumbai



On behalf of the Board of Directors

Shalinee Mimani

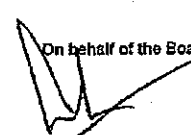
Shalinee Mimani
Director
DIN : 07404075

Edelweiss Retail Finance Limited				
Corporate Identity Number : U67120WB1997PLC082953				
Regd. Off : 2A & 2B, Savitri Tower, 3A, Dr. Martin Luther King, Sarani, (Formerly Upper Wood Street), Kolkata-700017, Tel: +91-33-40104646				
Corporate Off: Edelweiss House, Off C.S.T. Road, Kallina, Mumbai - 400 008 Tel: +91-22-40994400 Fax: +91-22-40863610.				
Website: www.edelweisretailfin.com				
Financial Results for the half year and year ended on March 31, 2016				
(Rs. in Millions)				
Particulars	Half Year Ended		Year Ended	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
	Unaudited	Unaudited	Audited	Audited
1. Interest earned (a)+(b)+(c)+(d)	940.48	305.61	1,532.57	433.32
(a) Interest on loans	940.48	305.61	1,532.57	433.32
(b) Income on investments	-	-	-	-
(c) Interest on balances with Reserve Bank of India and other inter bank funds	-	-	-	-
(d) Others	-	-	-	-
2. Other income	51.14	13.82	82.15	18.17
3. Total income (1+2)	991.62	319.43	1,614.72	452.49
4. Interest Expended	458.37	134.18	757.68	183.60
5. Operating Expenses (i)+(ii)	272.66	84.35	416.24	136.80
(i) Employees cost	36.24	30.56	49.32	32.17
(ii) Other operating expenses	236.42	53.79	366.92	104.64
6. Total Expenditure (4+5) excluding Provisions and Contingencies	731.03	218.54	1,173.90	320.40
7. Operating Profit before Provisions and Contingencies (3-6)	260.59	100.89	440.82	132.09
8. Provisions (other than tax) and Contingencies	31.40	8.68	61.53	14.12
9. Exceptional Items	-	-	-	-
10. Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8-9)	229.19	91.23	379.29	117.97
11. Tax expense	79.24	32.74	132.27	41.41
12. Net Profit(+)/ Loss(-) from Ordinary Activities after tax (10-11)	149.95	58.49	247.02	76.56
13. Extraordinary Items (net of tax expense)	-	-	-	-
14. Net Profit (+)/Loss(-) for the period/year (12-13)	149.95	58.49	247.02	76.56
15. Paid-up equity share capital (Face Value of Rs.10 each)	299.50	156.69	299.50	156.59
16. Reserves excluding Revaluation Reserves			2,311.13	1,078.88
17. Analytical Ratios				
(i) Capital Adequacy Ratio	18.70%	21.74%	18.70%	21.74%
(ii) Earnings Per Share (Basic and Diluted)(In Rupees)(Refer note 2)	6.40	3.74	12.28	6.72
18. NPA Ratios				
a) % of Gross NPA to Total credit exposure	0.28%	0.03%	0.28%	0.03%
b) % of Net NPA to Total credit exposure	0.07%	0.00%	0.07%	0.00%
19. Return on Assets (Refer note 3)	1.21%	1.43%	2.44%	2.42%

Notes:-

- The above financial results of Edelweiss Retail Finance Limited ("ERFL" or "the Company") for the half year and year ended March 31, 2016 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on May 12, 2016.
- Earnings per share for the half year ended March 31, 2016 and March 31, 2015 have been calculated for six months and not annualised.
- Return on Assets has been computed as a percentage of profit after tax to average total assets and not annualised for half year ended results.
- The Statement and details as referred in Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached as Annexure - A.

Date: May 12, 2016
Place: Mumbai

On behalf of the Board of Directors

Anil Kothari
Director
DIN: 00177945

(Currency: Indian rupees in Million)

2.23 Segment reporting

The Company is registered with the Reserve Bank of India as a Non Banking financial Company engaged in the business of lending and financing. All other activities of the Company revolve around the main business. Since the business operations of the Company are primarily concentrated in India, the Company is considered to operate only in the domestic segment.

As the Company's business activity falls within a primary business segment, the financial statements are reflective of the information required under Accounting Standard 17 on Segment Reporting notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014.

2.24 Related Parties as per AS 18

(i) List of related parties and relationship:

Name of related parties by whom control is exercised	Edelcap Securities Limited - Holding company Edelweiss Financial Services Limited - Ultimate holding company
Fellow Subsidiaries (with whom transactions have taken place)	Auris Corporate Centre Limited ECL Finance Limited EdelGive Foundation Edelweiss Commodities Services Limited Edelweiss Housing Finance Limited Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited) EFSL Trading Limited (Formerly known as EFSL Commodities Limited) Edelweiss Finvest Private Limited (Formerly known as Arun Investments Private Limited) Edelweiss Investment Adviser Limited Eternity Business Centre Limited Edelweiss Finance & Investments Limited Edelweiss Securities Limited
Key Management Personnel	Mr. Arun Kumar Nayyar

(ii) Transactions with related parties:

Nature of Transaction	Related Party Name	For the year ended 31 March 2017	For the year ended 31 March 2016
Capital Account Transaction during the year:			
Equity shares issued to	Edelcap Securities Limited	-	96.00
	Edelweiss Financial Services Limited	-	46.92
	Edelweiss Finvest Private Limited (Formerly known as Arun Investments Private Limited)	30.00	-
Securities premium received from	Edelweiss Financial Services Limited	-	623.97
	Edelcap Securities Limited	-	361.26
	Edelweiss Finvest Private Limited (Formerly known as Arun Investments Private Limited)	234.00	-
Assignment of loan portfolio from	Edelweiss Housing Finance Limited	1,005.91	-
Current account transactions:			
Loans taken from (refer note 2.24A(2))	Edelweiss Financial Services Limited	333.02	2,426.90
	Edelweiss Commodities Services Limited	3,472.40	-
Loans repaid to (refer note 2.24A(2))	Edelweiss Financial Services Limited	429.13	2,733.65
	Edelweiss Commodities Services Limited	2,739.93	-
	EFSL Trading Limited (Formerly known as EFSL Commodities Limited)	290.00	2,500.00
Repayment of loans by (refer note 2.24A(2))	Edelweiss Securities Limited	-	7.50
Interest expenses	EFSL Trading Limited (Formerly known as EFSL Commodities Limited)	7.03	151.52
	Edelweiss Financial Services Limited	1.93	120.19
	Edelweiss Commodities Services Limited	103.11	-
Legal & Professional Fees	Edelweiss Housing Finance Limited	48.87	57.51
	Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	0.24	-
Interest received on loan from	Edelweiss Securities Limited	-	0.39

SK



Edelweiss Retail Finance Limited
Notes to the financial statements (Continued)
For the year ended 31 March 2017

(Currency: Indian rupees in Million)

(ii) Transactions with related parties (Continued)

Nature of Transaction	Related Party Name	For the year ended 31 March 2017	For the year ended 31 March 2016
Reimbursement paid to	Edelweiss Financial Services Limited	65.76	180.88
	Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	71.84	0.01
Cost reimbursement paid to	Edelweiss Financial Services Limited	1.92	13.70
	Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	0.06	0.06
	Edelweiss Commodities Services Limited	0.32	1.74
	Eternity Business Centre Limited	0.36	-
Commission & Brokerage Exps	Edelweiss Investment Adviser Limited	0.95	-
Rent paid to	Auris Corporate Centre Limited	-	3.88
	Edelweiss Commodities Services Limited	1.84	-
	Eternity Business Centre Limited	5.88	-
Donation	EdelGive Foundation	0.50	0.05
Rating fee paid	Edelweiss Financial Services Limited	12.50	28.50
Remuneration paid to (refer note 2.24A(3) & note 2.24A(4))	Mr. Arun Kumar Nayyar	25.67	7.36
Director sitting fees	Mr. Mitul Shah	0.20	0.02
	Mr. Sanjay Shah	0.20	0.02
Director nomination deposit received from	Edelcap Securities Limited	0.30	0.10
Prepaid Exps	Edelweiss Financial Services Limited	0.71	-
Balances with related parties:			
Liabilities			
Short term borrowings from (refer note 2.24A(2))	Edelweiss Financial Services Limited	-	96.11
	Edelweiss Commodities Services Limited	732.47	-
Long term borrowings from (refer note 2.24A(2))	EFSL Trading Limited (Formerly known as EFSL Commodities Limited)	-	290.00
Interest accrued and due on borrowings from	Edelweiss Commodities Services Limited	-	5.45
	EFSL Trading Limited (Formerly known as EFSL Commodities Limited)	0.49	1.70
Trade Payables	Auris Corporate Centre Limited	-	4.05
	Edelweiss Financial Services Limited	-	32.63
	Edelweiss Housing Finance Limited	51.46	60.10
	Edelcap Securities Limited	-	0.10
	Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	0.35	0.07
Nomination deposits - Payables	Edelcap Securities Limited	0.60	-
Advances to others	Edelweiss Finance & Investments Limited	0.03	-
Nomination deposits - Receivables	Edelcap Securities Limited	0.10	-
Assets			
Remuneration payable to (refer note 2.24A(3) & note 2.24A(4))	Mr. Arun Kumar Nayyar	11.00	7.00
Off Balance sheet item			
Corporate guarantee taken from	Edelweiss Financial Services Limited	-	200.00

Note: 2.24A

- 1 Previous year figures have been recasted / restated wherever necessary
- 2 The intra group company loans are generally in the nature of revolving demand loans. Loan taken/repaid from/to related parties are disclosed based on the maximum incremental amount taken and repaid during the reporting period
- 3 Information relating to remuneration paid to key managerial person mentioned above excludes provision made for gratuity, leave encashment and deferred bonus which are provided for group of employees on an overall basis.
- 4 Remunerations to KMPs shall be within the limit prescribed by the Companies Act.



SK

Edelweiss Retail Finance Limited
Notes to the financial statements (Continued)
(Currency: Indian rupees in Million)

(ii) Transactions with related parties (Continued)

Nature of Transaction	Related Party Name	2016	2015
Rent paid to	Auris Corporate Centre Limited	3.88	-
Donation	EdelGive Foundation	0.05	-
Rating fee paid	Edelweiss Financial Services Limited	28.50	-
Remuneration paid to (refer note 2)	Mr. Arun Kumar Nayyar	7.36	-
Director nomination deposit received from	Edelcap Securities Limited	0.10	0.10
Balances with related parties:			
Liabilities			
Short term borrowings from (refer note 1)	Edelweiss Financial Services Limited	96.11	402.86
Long term borrowings from (refer note 1)	EFSL Commodities Limited	290.00	2,790.00
Interest accrued and due on borrowings from	Edelweiss Financial Services Limited	5.45	2.70
	EFSL Commodities Limited	1.70	12.88
Trade payables	Edelweiss Housing Finance Limited	60.10	25.50
	Edelweiss Financial Services Limited	32.63	0.08
	Edelweiss Web Services Limited	0.07	0.01
	Edelweiss Commodities Services Limited	-	0.01
	Edelcap Securities Limited	0.10	0.10
	Auris Corporate Centre Limited	4.05	-
Assets			
Loans and advances			
Unsecured	Edelweiss Securities Limited	-	7.50
Accrued interest income on loans given to	Edelweiss Securities Limited	-	0.04
Receivable from party	ECL Finance Limited	1.17	-
Remuneration payable to (refer note 2)	Mr. Arun Kumar Nayyar	7.00	-
Off Balance sheet item			
Corporate guarantee taken from	Edelweiss Financial Services Limited	200.00	250.00

Note 1: The intra group company loans are generally in the nature of revolving demand loans. Loan given to/taken from/repaid to related parties are disclosed based on the maximum incremental amount given/taken and placed/refund received during the reporting period.

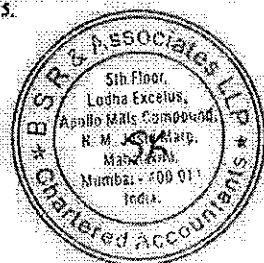
Note 2: Information relating to remuneration paid to key managerial person mentioned above excludes provision made for gratuity, leave encashment and deferred bonus which are provided for group of employees on an overall basis. These are included on cash basis.

2.25 Earnings per share

In accordance with Accounting Standard 20 on earnings per shares as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the computation of earnings per share is set out below:

Particulars	2016	2015
a) Shareholders earnings (as per statement of profit and loss)	247.02	76.56
b) Calculation of weighted average number of Equity Shares of Re 10 each:		
- Number of equity shares outstanding at the beginning of the year	15,658,833	2,998,500
- Number of equity shares issued during the year	14,291,167	12,660,333
Total number of equity shares outstanding at the end of the year	29,950,000	15,658,833
Weighted average number of equity shares outstanding during the year (based on the date of issue of shares)	20,112,730	11,399,777
Basic and diluted earnings per share (in Rupees) (a/b)	12.28	6.72

The basic and diluted earnings per share are the same as there are no dilutive potential equity shares issued or outstanding as at 31 March 2016 and as at 31 March 2015.



Edelweiss Retail Finance Limited (formerly Affluent Dealcom Private Limited)

Notes to the financial statements (Continued)

(Currency: Indian rupees)

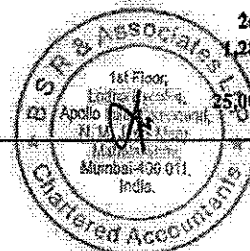
2.24 Related Parties as per AS 18

I. List of related parties and relationship:

Name of related parties by whom control is exercised	Edelcap Securities Limited -Holding company
	Edelweiss Financial Services Limited – Ultimate holding company
Fellow Subsidiaries (with whom transactions have taken place)	Edelcap Securities Limited Edelweiss Commodities Services Limited Edelweiss Finance & Investments Limited Edelweiss Financial Services Limited Edelweiss Housing Finance Limited Edelweiss Securities Limited Edelweiss Web Services Limited EFSL Commodities Limited

II. Transactions with related parties :

Sr. No.	Nature of Transaction	Related Party Name	2015	2014
1	Capital Account Transaction during the year			
	Equity share capital issued to	Edelcap Securities Limited	12,66,03,330	2,00,00,000
	Securities premium received from	Edelcap Securities Limited	82,29,21,645	13,00,00,000
2	Current account transactions			
	Loans taken from	Edelweiss Financial Services Limited EFSL Commodities Limited	3,55,61,64,496 3,15,00,00,000	1,05,05,11,000 -
	Loans repaid to	Edelweiss Financial Services Limited EFSL Commodities Limited	3,55,93,60,111 64,44,55,325	36,00,00,000 -
	Loans given to	Edelweiss Securities Limited	-	6,15,00,000
	Repayment of loans by	Edelweiss Securities Limited	2,00,00,000	3,40,00,000
3	Interest expenses	Edelweiss Financial Services Limited EFSL Commodities Limited	16,62,75,637 1,43,16,165	61,02,783 -
4	Advisory Fees paid to	Edelweiss Housing Finance Limited	2,49,07,633	62,34,700
5	Interest received on loan from	Edelweiss Securities Limited	14,29,623	38,68,096
6	Reimbursement paid to	Edelweiss Financial Services Limited Edelweiss Web Services Limited Edelweiss Commodities Services Limited	2,45,66,389 16,000 9,93,780	2,12,611 - -
7	Director Nomination Deposit received from	Edelcap Securities Limited	1,00,000	-
8	Short term borrowings from	Edelweiss Financial Services Limited	40,28,60,060	25,60,55,675
9	Long term borrowings from	Edelweiss Financial Services Limited	-	15,00,00,000
10	Other current liabilities			
	Interest accrued and due on borrowings	Edelweiss Financial Services Limited EFSL Commodities Limited	26,96,829 1,28,84,549	9,40,801 -
11	Corporate Guarantee taken from	Edelweiss Financial Services Limited	25,00,00,000	-



Edelweiss Retail Finance Limited (formerly Affluent Dealcom Private Limited)

Notes to the financial statements (Continued)

(Currency: Indian rupees)

(ii) Transactions with related parties (Continued)

12 Trade Payables	Edelweiss Housing Finance Limited	2,54,95,453	63,81,839
	Edelweiss Financial Services Limited	78,441	-
	Edelweiss Web Services Limited	12,078	-
	Edelweiss Commodities Services Limited	7,975	-
	Edelcap Securities Limited	1,00,000	-
13 Loans and advances Unsecured	Edelweiss Securities Limited	75,00,000	2,75,00,000
14 Other current assets Accrued interest income on loans given	Edelweiss Securities Limited	44,661	85,777

Note 1 : Loan given/taken to/from related parties are disclosed based on the maximum incremental amount given/taken during the reporting period.

2.25 Earnings per share

In accordance with Accounting Standard 20 on earnings per share issued by the Companies (Accounts) Rules, 2014, the computation of earnings per share is set out below.

Particulars	2015	2014
a) Shareholders earnings (as per statement of profit and loss)	7,65,56,286	9,74,699
b) Calculation of weighted average number of Equity Shares of Re 10 each:		
- Number of equity shares outstanding at the beginning of the year	29,98,500	9,98,500
- Number of equity shares issued during the year	1,26,60,333	20,00,000
Total number of equity shares outstanding at the end of the year	1,56,58,833	29,98,500
Weighted average number of equity shares outstanding during the year (based on the date of issue of shares)	1,13,99,777	10,20,418
Basic and diluted earnings per share (in Rupees) (a/b)	6.72	0.96

The basic and diluted earnings per share are the same as there are no dilutive potential equity shares issued or outstanding as at the year end

2.26 Disclosure pursuant to Accounting Standard 15 (Revised)-Employee benefits

A) Defined contribution plan (Provident fund):

Amount of Rs.2,82,568 (previous year: Rs.Nil) is recognised as expenses and included in "Employee benefit expenses"

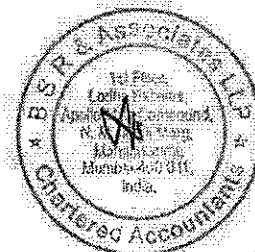
B) Defined benefit plan (Gratuity):

The following tables summarize the components of the net employee benefit expenses recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the Gratuity benefit plan.

Statement of profit and loss

Net employee benefit expenses (recognized in employee cost)

	2015	2014
Current service cost	12,000	-
Interest on defined benefit obligation	-	-
Expected return on plan assets	-	-
Net actuarial losses/(gains) recognized in the year	-	-
Past service cost	-	-
Actuarial losses	17,000	-
Total included in 'Employee Benefit Expenses'	29,000	-



Annexure E

Rs. Millions

(a)	Particulars	FY 16-17	FY 15-16	FY 14-15
	PBT	489.30	379.29	117.97
	Tax Expenses	169.84	132.27	41.41
	PAT	319.46	247.02	76.56

(b)	Particulars	FY 16-17	FY 15-16	FY 14-15
	Dividend Declared	NIL	NIL	NIL
	Interest Coverage Ratio*	1.49	1.39	1.49

* Cash profit after tax plus interest paid/ Interest paid

Interest Coverage ratio	FY 16-17	FY 15-16	FY 14-15
PAT	319.46	247.02	76.56
Add: Depreciation	3.32	0.55	0.00
Add: Provision for Standard Assets	9.65	28.00	12.71
Add: Provision for Non Performing Assets	-23.79	26.69	1.40
Add: Provision for Doubtful assets	0.00	0.00	0.00
Add: Provision for Credit Loss on Securitisation	30.14	5.60	0.00
Add: Provision for Restructured Advances	2.91	1.25	0.00
Add: Bad and advances written off	225.54	1.78	0.00
Cash Profit after tax	567.23	310.89	90.67
Add: Interest Paid	1161.19	793.16	184.98
Cash profit after tax plus interest paid	1728.42	1104.05	275.65

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EDREFL/182407/SD/2017-18

July 27, 2017

Mr. Deepak Mundra
Edelweiss Retail Finance Limited
 Edelweiss House, 11th Floor,
 Off C.S.T. Road, Kalina, Mumbai 400 098
 Board: 22 4342 8000 / Fax: 22 4342 8500

Dear Mr. Mundra

Re: CRISIL Rating for the Rs.200 Crore Subordinated Debt of Edelweiss Retail Finance Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL has, after due consideration, assigned a "CRISIL AA/Stable" (pronounced "CRISIL double A rating with stable outlook") rating to the captioned Debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

Further, in view of your decision to accept the CRISIL Rating, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Rama Patel
 Director - CRISIL Ratings



Nivedita Shibu
 Associate Director - CRISIL Ratings



A CRISIL rating reflects CRISIL's 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. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating 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. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

CRISIL Limited
 Classification: EXTERNAL
 Corporate Identity Number: L67120MH1987PLC042363



ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2017-18/MUM/0536

Date: July 27, 2017

Mr. S. Ranganathan
M/s. Edelweiss Retail Finance Limited
Edelweiss House, 14th Floor,
Off C.S.T. Road, Kalina,
Mumbai 400 098

Dear Sir/ Madam,

Re: ICRA Credit Rating for the Rs. 200 crore Subordinate Debt Programme of Edelweiss Retail Finance Limited

Please refer to the Rating Agreement dated **July 24, 2017** for carrying out the rating of the aforesaid Subordinate Debt Programme. The Rating Committee of ICRA, after due consideration, has assigned a "[ICRA] AA" (pronounced as ICRA Double A) rating to the captioned Subordinate Debt Programme. The Outlook on the long-term rating is Stable. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. In any of your publicity material or other document wherever you are using our above rating, it should be stated as "[ICRA] AA".

We would appreciate if you can sign the acknowledgement and send it to us latest by **August 3, 2017** as acceptance on the assigned rating. The rationale for assigning the above rating will be sent to you on receipt of your acceptance on rating, as above. In case you do not communicate your acceptance/non acceptance of the assigned credit rating, or do not appeal against the assigned credit rating by the aforesaid date, the credit rating will be treated by us as non accepted and shall be disclosed on ICRA's website as non accepted credit rating. This is in line with requirements as prescribed in the circular dated November 1, 2016 on '**Enhanced Standards for Credit Rating Agencies**' issued by the Securities and Exchange Board of India, which states the following:

" Each CRA shall disclose on its website details of all ratings assigned by them, irrespective of whether the rating is accepted by the issuer or not, even in the case of non- public issues".

Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you and shall be deemed acceptance of the rating.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating the rating, the same would stand withdrawn unless revalidated before the expiry of 3 months.

ICRA reserves the right to review and/or, revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you.

You are requested to furnish a periodic statement (as per enclosed format) of timely payment of all obligations on your rated debt program. You are requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing.

You are also requested to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s)/investor(s).

3rd Floor, Electric Mansion,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025.

Tel. : + 91 22 6169 3300 / 301
Fax : + 91 22 2433 1390
CIN : L74999DL1991PLC042749

Website : www.icra.in
email : mumbai@icraindia.com

Registered Office : 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi - 110 001, Tel.: +(91-11) 23357940-50 Fax : + (91-11) 23357014

RATING • RESEARCH • INFORMATION



ICRA

Further, you are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

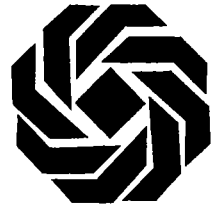
With kind regards,

For ICRA Limited

ANJAN DEB GHOSH
Executive Vice President
aghosh@icraindia.com

SUBRATA RAY
Senior Group Vice president
subrata@icraindia.com

IDBI Trusteeship Services Ltd.



No. 4585/ITSL/OPR/CL/14-15/DEB/801
Date: January 14, 2015

Edelweiss Retail Finance Limited
Edelweiss House, 4th Floor,
Off CST Road, Kalina
Mumbai 400098

Regd. Office :
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400 001.

Kind Attn: Mr. Prashant Chopra (Senior Manager)

Dear Sir,

Subject: Consent to act as Debenture Trustee for Unsecured Non-Convertible Debentures (NCDs) classified as Sub-Debt up to Rs.50 Crores proposed to be issued by Edelweiss Retail Finance Limited (the Company/Issuer)

This is with reference to the discussion we had regarding appointment of IDBI Trusteeship Services Limited as Debenture Trustee for the proposed unsecured NCDs issue aggregating Rs.50 Crores. In this connection we confirm our acceptance of the assignment.

We are agreeable for inclusion of our name as trustee in the offer document/disclosure document as required subject to the following conditions:

1. The Company shall enter into Written Debenture Trustee Agreement (DTA) for the said issue before the opening of Subscription list for issue of debentures.
2. The Company agrees and undertakes to create the securities over such of its immovable and moveable properties and on such terms and conditions as agreed by the Debenture holders and disclose in the Information Memorandum or Disclosure Document and execute, the Debenture Trust Deed (DTD) and other necessary security documents for each series of debentures as approved by the Debenture Trustee, within a period as agreed by us in the Information Memorandum or Disclosure Document in any case not exceeding Sixty days after the date of allotment of debentures.
3. The Company agrees & undertakes to pay to the Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated above for their services as Debenture Trustee in addition to all legal, traveling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other Documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with.



This consent shall not be construed as giving rise to any obligation on the part of ITSL to act as Trustees unless the Company communicates acceptance to ITSL within 3 days from the date of consent letter and also executes Trusteeship documents including Security Documents within 30 days from the date of this letter or such extended time as may be agreed to by ITSL.

Assure you of our best services at all times.
Yours faithfully,
For IDBI Trusteeship Services Limited

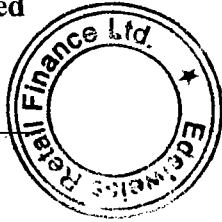


(Authorized Signatory)
Signatory)

We accept the above terms
for Edelweiss Retail Finance Limited

A handwritten signature in black ink, appearing to read 'Anubhav', written over a horizontal line.

(Authorized



NOTE: *As per recent Service Tax guidelines, ITSL would be required to pay the applicable Service Tax on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.*

Certified true copy of the Resolution passed at the Meeting of the Board of Directors of
 Edelweiss Retail Finance Limited held on August 6, 2016

"RESOLVED that subject to the approval of the members of the Company and pursuant to the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), the consent of the Board be and is hereby given to issue, offer and allot Non Convertible Debentures ("the Debentures") aggregating to Rs. 1,000 crores on a private placement basis, in one or more tranches.

FURTHER RESOLVED that for the purpose of creating, offering, issuing and allotting the Debentures, creation of security etc., the Operations Committee of the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as may be necessary for giving effect to this Resolution.

FURTHER RESOLVED that the Directors of the Company, Mr. Umesh Wadhwa, Mr. Prashant Chopra and Ms. Sudipta Majumdar be and are hereby severally authorized to negotiate, sign, execute and approve such documents, papers, undertaking, other agreements as may be required including, but not limited to, Private Placement Offer Letter, and to do such other acts, things and deeds as may be necessary in this regard."

For Edelweiss Retail Finance Limited

Sudipta Majumdar
 Sudipta Majumdar
 Company Secretary
 M. No.: ACS 33961
 Address: E.P.D.P.C.G.H.Society,
 Flat-824, Plot No-19, Sector-4,
 Dwarka, New Delhi- 110075

Edelweiss Retail Finance Limited

Corporate Identity Number : U67120WB1997PLC082953

(formerly Affluent Dealcom Private Limited upto December 31, 2013; Affluent Dealcom Limited upto January 5, 2014)

Registered Office : 2A & 2B, Savitri Tower, 3A, Dr. Martin Luther King Sarani, (Formerly Upper Wood Street) Kolkata 700017

Corporate Office : Edelweiss House, Off CST Road, Kalina, Mumbai 400098 ☎+91 22 4009 4400 www.edelweissfin.com



Certified true copy of the Resolution passed by the Members of Edelweiss Retail Finance Limited at the Extraordinary General Meeting(NO. 1/2016-17) held on Monday, August 29, 2016 at 11.00 a.m. at 2A & 2B, Savitri Tower, 3A, Dr. Martin Luther King Sarani, (Formerly Upper Wood Street), Kolkata - 700017.

"RESOLVED that pursuant to the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time) and all other provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this Resolution) to issue, offer and allot Non-Convertible Debentures ("the Debentures") with or without security, aggregating to Rs. 1,000 Crores on a private placement basis, in one or more tranches."

for Edelweiss Retail Finance Limited

Sudipta Majumdar

Sudipta Majumdar

Company Secretary

M. No.: ACS 33961

Address: E.P.D.P C.G.H.Society,

Flat-824, Plot No-19, Sector-4,

Dwarka, New Delhi- 110075



Edelweiss Retail Finance Limited

Corporate Identity Number: U67120MH1997PLC285490

Registered Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai-400098, Maharashtra

☎ +91 22 4009 4400 Fax: +91 22 4019 4925 www.edelweissretailfin.com

Annexure to the Notice dated August 6,2016 Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 4

To meet its financial requirements, the Company has been raising funds by issue of Non-Convertible Debentures on a private placement basis.

Pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to the Non-convertible Debentures (NCDs) on a private placement basis, is required to obtain prior approval of the members by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution under Section 42 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis during the year, in one or more tranches, whether secured or unsecured, up to an aggregate amount of Rs. 1000 crores.

The Directors recommend the Resolution at item no. 4 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business.

for Edelweiss Retail Finance Limited

Sudipta Majumdar

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Company Secretary

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