

<b>Issuer</b>	Edelweiss Retail Finance Limited
<b>Type of Instrument</b>	Unsecured Redeemable Non-Convertible Subordinated Debt (Tier II) in the nature of Debentures (the "Debenture"/"NCDs")
<b>Nature of Instrument</b>	Unsecured & Subordinated to the claims of other Creditors and is free from restrictive clauses (Tier II Capital)
<b>Seniority</b>	Subordinated to the claims of other Creditors
<b>Mode of Issue</b>	Private Placement
<b>Issue Size</b>	Rs. 100 Crores
<b>Option to retain oversubscription (Amount)</b>	Not applicable
<b>Eligible Investors</b>	<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"> <li>• Individuals</li> <li>• Hindu Undivided Family</li> <li>• Trust</li> <li>• Limited Liability Partnerships</li> <li>• Partnership Firm(s)</li> <li>• Portfolio Managers registered with SEBI</li> <li>• Association of Persons</li> <li>• Companies and Bodies Corporate including Public Sector Undertakings</li> <li>• Commercial Banks</li> <li>• Regional Rural Banks</li> <li>• Financial Institutions</li> <li>• Insurance Companies</li> <li>• Mutual Funds</li> <li>• Provident Funds, Pension Funds, Gratuity Funds</li> <li>• Any other investor eligible to invest in these Debentures</li> </ul>
<b>Minimum Application Size</b>	50 Debenture(s) and in multiples of 10 Debenture(s) thereafter.
<b>Face Value</b>	Rs. 10,00,000/- per Debenture
<b>Issue Price</b>	Rs. 10,00,000/- per Debenture
<b>Tenor</b>	10 years



<b>Coupon Rate</b>	9.25% p.a.
<b>Redemption Date</b>	06-Oct-2027
<b>Redemption</b>	NCDs are not redeemable at the instance of the investor or without the consent of the supervisory authority of the Company
<b>Put/Call Option Date</b>	Not Applicable
<b>Put/Call Option Price</b>	Not Applicable
<b>Step Up/ Step Down</b>	Not Applicable
<b>Coupon Rate</b>	
<b>Coupon payment frequency</b>	Annual
<b>Coupon payment dates</b>	Annually on 06-Oct-18, 06-Oct-18, 07-Oct-19, 06-Oct-20, 06-Oct-21, 06-Oct-22 06-Oct-23, 07-Oct-24, 06-Oct-25, 06-Oct-26 and on maturity on 06-Oct-27
<b>Coupon types</b>	Fixed Coupon
<b>Day Count Basis</b>	Actual / Actual
<b>Interest on Application</b>	Not Applicable
<b>Money</b>	
<b>Redemption Value</b>	Rs. 10,00,000/- per debenture
<b>Redemption Premium /</b>	Not Applicable
<b>Discount</b>	
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	Not Applicable
<b>Listing</b>	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.
<b>Market Lot</b>	The minimum lot size for trading shall be 1 Debenture and in multiples of 1 thereafter
<b>Issuance mode of Debentures</b>	Demat form
<b>Trading mode of the Debentures</b>	Demat form
<b>Depository</b>	NSDL
<b>Security</b>	Subordinate Debt is unsecured in nature.
<b>Rating</b>	"ICRA AA" (pronounced "ICRA Double A") by ICRA Limited for Rs. 300 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.

**"CRISIL AA"** (pronounced "CRISIL Double A") by CRISIL Limited for Rs. 300 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.

<b>Purpose and Objects of the Issue</b>	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
<b>Details of the Utilization of the proceeds</b>	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
<b>Settlement mode of the Debentures</b>	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.
<b>Working day / Business days Convention</b>	All days except Sunday and any public holiday on which banks in Mumbai are open for business.
<b>Holiday Convention</b>	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.
	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.
<b>Record Date</b>	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.
<b>Issue Opening Date</b>	06-Oct-17
<b>Issue Closing Date</b>	06-Oct-17
<b>Deemed Date of</b>	06-Oct-17
<b>Allotment</b>	



<b>Governing Law and Jurisdiction</b>	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 Debenture holders, by purchasing the Debentures, agree that the Mumbai High Court shall have exclusive jurisdiction with respect to matters relating to the Debentures.
<b>Additional Covenants</b>	<b>Security Creation:</b> Not Applicable

**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.

**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.

The interest rates mentioned in above three cases are the minimum interest rates payable by the Company and are independent of each other.

<b>Material Transaction Documents</b>	<ul style="list-style-type: none"> <li>• Letter appointing IDBI Trusteeship Services Limited, as Trustee to the Debenture holders ("Debenture Trustee")</li> <li>• Letter appointing Link Intime India Pvt. Ltd as Registrar and Transfer Agent ("Registrar")</li> <li>• Memorandum &amp; Articles of Association of the Company</li> <li>• Board Resolution authorizing issue of Debentures offered under terms of the Disclosure Document</li> <li>• Resolution passed in general meeting, authorizing the offer of securities</li> <li>• Letter from ICRA Ltd &amp; CRISIL Ltd conveying the credit rating for the Debentures of the Company (not more than 1 month old from the deemed date of allotment)</li> <li>• Detailed rating rationale adopted by ICRA Ltd &amp; CRISIL Ltd</li> <li>• Debenture Trust deed executed between the Company and IDBI</li> </ul>
---------------------------------------	--



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

  
**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 ☎ +91 22 4019 4925

[www.edelweissretailfin.com](http://www.edelweissretailfin.com)

**Illustration of Cash Flows:**

Company	Edelweiss Retail Finance Limited
Face Value (per security) Rs.	10,00,000
Issue Date/Date of Allotment	Friday, October 06, 2017
Redemption	Wednesday, October 06, 2027
Coupon Rate	9.25% p.a.
Premium on Redemption	Rs. 10,00,000/- per debenture
Frequency of the Interest Payment with specified dates	Annually on 06-Oct-18, 06-Oct-18, 07-Oct-19, 06-Oct-20, 06-Oct-21, 06-Oct-22, 06-Oct-23, 07-Oct-24, 06-Oct-25, 06-Oct-26 and on maturity on 06-Oct-27
Day Count Convention	Actual / Actual

Cash Flows	Actual Date	Payout Date	No. of days	Amount (in Rupees)
1 <sup>st</sup> coupon	Saturday, October 06, 2018	Saturday, October 06, 2018	365	92,500
2 <sup>nd</sup> coupon	Sunday, October 06, 2019	Monday, October 07, 2019	366	92,753
3 <sup>rd</sup> coupon	Tuesday, October 06, 2020	Tuesday, October 06, 2020	365	92,247
4 <sup>th</sup> coupon	Wednesday, October 06, 2021	Wednesday, October 06, 2021	365	92,500
5 <sup>th</sup> coupon	Thursday, October 06, 2022	Thursday, October 06, 2022	365	92,500
6 <sup>th</sup> coupon	Friday, October 06, 2023	Friday, October 06, 2023	365	92,500
7 <sup>th</sup> coupon	Sunday, October 06, 2024	Monday, October 07, 2024	367	92,753
8 <sup>th</sup> coupon	Monday, October 06, 2025	Monday, October 06, 2025	364	92,247
9 <sup>th</sup> coupon	Tuesday, October 06, 2026	Tuesday, October 06, 2026	365	92,500
10 <sup>th</sup> coupon	Wednesday, October 06, 2027	Wednesday, October 06, 2027	365	92,500
Principal	Wednesday, October 06, 2027	Wednesday, October 06, 2027	-	1,000,000
<b>Total</b>			<b>3,652</b>	<b>1,925,000</b>


