



EDELWEISS HOUSING FINANCE LIMITED

Edelweiss Housing Finance Limited (the “Company” or “Issuer”) was incorporated at Mumbai on May 30, 2008 as a public limited company with the name ‘Edelweiss Housing Finance Limited’ under the provisions of the Companies Act, 1956. The Company received its certificate for commencement of business on June 12, 2008. Our Company is registered with the National Housing Bank (“NHB”) as housing finance company vide registration no. 03.0081.10 dated March 18, 2010. For more information about our Company, please refer “General Information” and “History and Main Objects” on pages 41 and 111.

Registered Office: Tower 3, 5th Floor, Wing B, Kohinoor City Mall Kohinoor City, Kirol Road, Kurla (West) Mumbai 400070, Maharashtra, India;

Tel.: +91 22 4272 2200

CIN: U65922MH2008PLC182906; **PAN:** AABCE9808N; **Website:** www.edelweisshousingfin.com; **Email:** investorcompliances@edelweisshousingfin.com

Company Secretary and Compliance Officer: Girish Manik; **Tel.:** +91 22 4272 2200; **Email:** CS.CBG@edelweisshousingfin.com

Chief Financial Officer: Tushar Kotecha; **Tel.:** +91 22 4272 2200; **Email:** CS.CBG@edelweisshousingfin.com

PUBLIC ISSUE BY THE COMPANY OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH (“NCDs” OR “DEBENTURES”), AMOUNTING TO ₹ 1,500 MILLION (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ₹ 1,500 MILLION AGGREGATING UP TO ₹ 3,000 MILLION (“LIMIT”), HEREINAFTER REFERRED TO AS THE “ISSUE”. THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SEBI NCS REGULATIONS, THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.

OUR PROMOTERS

(i) Edelweiss Financial Services Limited; **Email:** cs@edelweissfin.com; **Tel.:** +91 22 4009 4400, (ii) Edelweiss Rural & Corporate Services Limited; **Email:** cs@edelweissfin.com; **Tel.:** +91 4040316900, and (iii) Edel Finance Company Limited; **Email:** cs@edelweissfin.com; **Tel.:** +91 22 4009 4400. For details of our Promoters, see “Our Promoter” on page 124.

GENERAL RISKS

For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the chapters “Risk Factors” and “Material Developments” on pages 15 and 243, respectively, before making an investment in such Issue. This Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), National Housing Bank (“NHB”), any registrar of companies or any stock exchange in India or do they guarantee the accuracy or adequacy of this document.

COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount & Eligible Investors of the NCDs, please see “Issue Related Information” on page 308.

CREDIT RATING

The NCDs proposed to be issued under the Issue have been rated CRISIL AA-/ Negative (pronounced as CRISIL double A minus rating with Negative outlook) for an amount of ₹ 5,000 million by CRISIL Ratings Limited vide their rating letter dated December 13, 2021 and revalidated as on March 17, 2022 and “ACUITE AA/Negative” (pronounced as ACUITE double A rating with Negative outlook) for an amount of ₹ 5,000 million by Acuite Ratings & Research Limited vide their rating letter dated December 29, 2021 and revalidated as on March 21, 2022. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexure A and Annexure B of this Prospectus for the rating, rating rationale and press release of the above rating.

LISTING

The NCDs offered through this Prospectus are proposed to be listed on BSE Limited (“BSE”) and BSE shall be the Designated Stock Exchange. Our Company has received an ‘in-principle’ approval from BSE vide their letter no. DCS/BM/PI-BOND/022/21-22 dated January 12, 2022.

PUBLIC COMMENTS

The Draft Prospectus dated December 31, 2021, was filed with the BSE, pursuant to the provisions of the SEBI NCS Regulations and was kept open for public comments for a period of seven Working Days (until 5:00 pm) from the date of filing of the Draft Prospectus with the Designated Stock Exchange i.e. January 9, 2022.

LEAD MANAGERS TO THE ISSUE*

Equirus
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Contact person: Ankit Jain

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Contact Person: Lokesh Singh

REGISTRAR TO THE ISSUE

KFINTECH
KFIN Technologies Limited
(formerly KFIN Technologies Private Limited)
Selenium Tower B, Plot no. 31 and 32, Financial
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DEBENTURE TRUSTEE

BEACON
Beacon Trusteeship Limited*
4 C&D, Siddhivinayak Chambers
Gandhi Nagar, Opp. MIG Cricket Club
Bandra (East), Mumbai 400 051
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Email: investorcompliances@beacontrustee.co.in
Website: www.beacontrustee.co.in
Contact Person: Kaustubh Kulkarni

CREDIT RATING AGENCY

Acuite
Acuite Ratings & Research Limited
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STATUTORY AUDITOR

NGS & CO. LLP
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Maharashtra, India
Tel.: +91 22 4908 4401
Email: info@ngsco.in
Contact Person: R.P. Soni

ISSUE PROGRAMME**

Issue opens on: Wednesday, April 6, 2022

Issue Closes on: Tuesday, April 26, 2022

* Edelweiss Financial Services Limited is deemed to be our associate as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, Edelweiss Financial Services Limited would be involved only in marketing of the Issue and as per Regulation 25 (3) of SEBI NCS Regulations, and shall not issue a due diligence certificate.

*Beacon Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated December 29, 2021 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue.

**The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in this Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Operations Committee, subject to relevant approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. on one Working Day post the Issue Closing Date. For further details please refer to our section titled “General Information” on page 41.

A copy of this Prospectus shall be filed with the Registrar of Companies, Maharashtra at Mumbai in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see “Material Contracts and Documents for Inspection” on page 369.