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: **24-Feb-16**

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, 2012 through notification dated October 12, 2012) and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 through notification dated March 24, 2015), SEBI Circular CIR/IMD/DF/17/2011 dated September 28, 2011 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

ECL FINANCE LIMITED
ECL Finance Limited was incorporated on July 18, 2005 as a public limited company under the provisions of the Companies Act, 1956. The Company received the certificate of commencement of business on August 4, 2005. The CIN of the Company is U65990MH2005PLC154854.

Registered & Corporate office:
Edelweiss House, Off.C.S.T. Road,
Kalina, Mumbai – 400098, Maharashtra, India,
Tel: +91 22 4088 5997 / +91 22 4088 6310; Fax: +91 22 4079 5062;
E-mail: spinvestor@edelweissfin.com; Website: www.edelweissfin.com

ISSUE BY WAY OF PRIVATE PLACEMENT BY ECL FINANCE LIMITED (THE "COMPANY" / "ISSUER") OF 5000 SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF **Rs. 100,000/-** EACH AGGREGATING TO **RS** 500,000,000**/-** (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 ECL 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
PP-MLD [ICRA] AA (pronounced "PP-MLD ICRA Double A") by ICRA Limited for Rs. 500Crores Principal Protected Equity Linked Debenture 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's rating of Market Linked Debentures is an assessment of the underlying credit risk of the instrument. The rating addresses only the credit risk associated with timely payment of obligations as per terms of the issuance. The rating does not address the market risks associated with the instrument on account of linking of coupon payment to external variables such as reference equity index, equity shares, commodity process/index. This could result in variability or absence of coupon payments because of adverse movement in value of the external variables.
LISTING
The Debentures are proposed to be listed on the BSE Limited ("BSE" or the "Stock Exchange").

ISSUE PROGRAMME*			
ISSUE OPENS ON:	**24-Feb-16**	**ISSUE CLOSES ON:**	**24-Feb-16**
*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.			

DEBENTURE TRUSTEE	REGISTRAR TO ISSUE
SBICAP Trustee Company Ltd. SBICAP Trustee Company Limited Apeejay House, 6th Floor, 3, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 Tel: +91 22 4302 5530 Fax: +91 22 4302 5500 E-mail: corporate@sbicaptrustee.com Website: www.sbicaptrustee.com Contact Person: Mr. Ajit Joshi, Compliance Officer	LINK INTIME INDIA PVT LTD (Formerly INTIME SPECTRUM REGISTRY LTD) **Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound LBS Marg, Bhandup (W), Mumbai 400 078, India Tel: +91 22 2596 3838 Fax: +91 22 2594 6979 E-mail : ganesh.jadhav@linkintime.co.in Website: www.linkintimeco.in Contact Person: Mr. Ganesh Jadhav

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13.	The names of the debenture trustee(s) and consent to the Issuer for his appointment under regulation 4 (4) and in all the subsequent periodical communications sent to the holders of debt securities.
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
"ECL Finance Limited" or "ECLF" or the "Company" or the "Issuer"	ECL Finance Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at Edelweiss House, Off. C.S.T. 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 and includes committee 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 / Private Placement Offer Letter / 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

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
Category I	Refers to the programme of the Issuer to accept subscription of less than INR 1,00,00,000 (Rupees One Crore Only) from each Investor
Category II	Refers to the programme of the Issuer to accept subscription of more than INR 1,00,00,000 (Rupees One Crore Only) from each Investor
Application Form	The form in which an investor can apply for subscription to the Debentures.
BSE / Stock Exchange	BSE Limited
Bankers to the Issue	The banker to the Issue, in this case being Citi Bank N.A. or ICICI Bank Limited or HDFC Bank, as the case may be.
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under section 2 of the Depositories Act.
Calculation Agent	Edelcap Securities Limited
CDSL	Central Depository Services (India) Limited.
Credit Rating Agency	ICRA Limited
Events of Default	The occurrence of any one of the events as mentioned in the Trust Deed shall constitute an Event of Default.
Debentures	**5000** Secured, redeemable, non-convertible debentures of the face value of **Rs. 100,000/-** EACH AGGREGATING TO **RS** 500,000,000**/-** (THE "ISSUE")
Debenture Trust Deed	Debenture Trust Deed between the Company and SBICAP Trustee Company Limited (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 and CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time.

DP-ID	Depository Participant Identification Number.
EGM	Extra -ordinary General Meeting
Equity Shares	Equity shares of the Company of face value of Re. 1 each.
FII	Foreign Institutional Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and registered with the SEBI under applicable laws in India.
FPI	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and registered with the SEBI under applicable laws in India.
IISL	India Index Services and Products Limited
Mutual Funds	As per SEBI (Mutual Funds) Regulations, 1996 "mutual fund" means a fund established in the form of a trust to raise monies through the sale of units to the public or a section of the public under one or more schemes for investing in securities including money market instruments or gold or gold related instruments or real estate assets
Gilts or Government Securities'	Means securities created and issued by the Central Government and/or State Government (including treasury bill) or Government Securities as defined in the Public Debt Act, 1944 as amended from time to time.
G-Sec	Government security (G-Sec) means a security created and issued by the Government for the purpose of raising a public loan or any other purpose as notified by the Government in the Official Gazette and having one of the following forms. i. a Government Promissory Note (GPN) payable to or to the order of a certain person; or ii. a bearer bond payable to a bearer; or iii. a stock; or a bond held in a Bond Ledger Account (BLA).
GLD	G-Sec Linked Debenture
IRF	Interest Rate Futures means a standardized interest rate derivative contract traded on a recognized stock exchange to buy or sell a notional security or any other interest bearing instrument or an index of such instruments or interest rates at a specified future date, at a price determined at the time of the contract. Eligible instruments for IRF: The Interest Rate Futures deriving value from the following underlying are permitted on the recognised stock exchanges: (i) 91-Day Treasury Bills; (ii) 2-year, 5-year and 10-year coupon bearing notional Government of India security, and (iii) Coupon bearing Government of India security.
IRFLD	Interest Rate Futures Linked Debenture
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.
NSE	National Stock Exchange of India Limited.
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA Regulations. OCBs are not permitted to invest in this Issue.
Disclosure Document	This Disclosure Document/Private Placement Offer Letter through which the Debentures are offered on private placement basis
NLD	Nifty Linked Debenture

PAN	Permanent Account Number.
RBI	Reserve Bank of India
Registered Debenture Holder	The Debenture holder whose name appears in the Register of Debenture Holders or in the beneficial ownership record furnished by NSDL/CDSL 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.
SCRA	Securities Contracts (Regulations) Act, 1956, as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time.
Valuation Agency	The Company has entered into valuation agreement(s) with SEBI registered credit rating agencies namely CRISIL Limited ("CRISIL"), ICRA Limited ("ICRA") and Credit Analysis and Research Limited ("CARE"). The Issuer at its sole discretion shall appoint one of these agencies as a Valuation Agent to provide Valuation on Debentures. The details of Valuation Agent, once appointed, shall be communicated by the Issuer to the Debenture holder. Such communication shall form part of this Disclosure Document.
Working Days	All days except Saturday, Sunday and any public holiday.

Events for Early Redemption:

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.

Market Suspension Event for Market Linked Debentures means the event of any suspension of trading by the authorised body on any official trading day, whereby trading shall be halted for a certain period of the day or the day or for the remainder of the trading day**.**

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 Security/Units/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).

Hedging Disruption means that the Issuer or any of its Affiliates or its Holding Company is unable, after using commercially reasonable efforts, to either (A) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the Underlying price risk (or any other relevant price risk including, but not limited to, the currency risk) of issuing and performing its obligations with respect to the Debentures, or (B) freely realize, recover, receive, repatriate, remit or transfer the proceeds of hedge positions or the Debentures.

Increased Cost of Hedging means that the Issuer and/or any of its Affiliates or its Holding Company would incur a materially increased (as compared with circumstances existing on the Deemed Date of allotment) amount of tax, duty, expense or fee (other than brokerage commissions) to (A) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the Underlying price risk (or any other relevant price risk including, but not limited to, the currency risk) of issuing and performing its obligations with respect to the Debentures, or (B) realize, recover or remit the proceeds of hedge positions or the Debentures.

Reference Index Modification Event means any material change in composition of index or the Mutual fund scheme/method of computation of index as determined by the calculation agent or calculation of NAV of the relevant scheme by the Mutual fund, which leads to substantially increased cost of hedging/ Hedging Disruption.

Schedule – I 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, 2012 through notification dated October 12, 2012) and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 through notification dated March 24, 2015, SEBI Circular CIR/IMD/DF/17/2011 dated September 28, 2011 and Form no. PAS-4 pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014

2. ISSUER INFORMATION

(i) REGISTERED OFFICE & CORPORATE OFFICE OF THE ISSUER

ECL Finance Limited
Edelweiss House, Off. C.S.T. Road,
Kalina, Mumbai – 400 098, Maharashtra, India,
Tel: +91 22 4088 5997 / +91 22 4088 6310; Fax: +91 22 4079 5062;
E-mail: cs@edelweissfin.com; spinvestor@edelweissfin.com
Website: www.edelweissfin.com

(ii) COMPLIANCE OFFICER OF THE ISSUER:

Mr. Tarun Khurana
Edelweiss House, Off C.S.T. Road, Kalina,
Mumbai – 400 098,
Maharashtra, India.
Tel: +91 22 4009 4400; Fax: +91 22 4086 3759

(iii) CHIEF FINANCIAL OFFICER OF THE ISSUER:

Mr. Nilesh Sampat
Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098,
Maharashtra, India.
Tel: +91 22 4009 4400; Fax: +91 22 4086 3759

(iv) DEBENTURE TRUSTEE

SBICAP Trustee Company Limited
Apeejay House, 6th Floor,
3, Dinshaw Wachha Road, Churchgate,
Mumbai 400 020
Tel: +91 22 4302 5530
Fax: +91 22 4302 5500
E-mail: corporate@sbicaptrustee.com
Website: www.sbicaptrustee.com

Contact Person: Mr. Ajit Joshi, Compliance Officer

(v) REGISTRAR TO THE ISSUE

Name: Link Intime India Private Limited
Address: C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (W),
Mumbai 400 078,
Maharashtra, India

(vi) CREDIT RATING AGENCY TO THE ISSUE

Name: ICRA Limited
Address: Kailash Building,
11th Floor, 26, Kasturba Gandhi Marg,
New Delhi- 11

(vii) AUDITORS OF THE ISSUER

Name: 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

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

(a) Overview

ECL Finance Limited (ECLF) was incorporated on July 18, 2005. The Company is a systemically important non-deposit taking Non-Banking Financial Company (NBFC-ND-SI) registered with the Reserve Bank of India. The Company is primarily engaged in the business of financing, money lending, corporate lending both secured and unsecured, loan against securities, providing finance to industrial enterprises, individuals and participating in consortium finance with other lenders, investment in securities etc. The Company is a subsidiary of Edelweiss Financial Services Limited.

The Company offers various financial products and services to individuals and corporates and designs the products to suit the requirements of the customers.

The Company also provides finance for investment in primary market issues. The Company helps promoters by financing against their share holding to meet their business requirements, expansion of businesses and diversification in other lines of businesses. Over a period of time, the Company has developed its expertise in arranging and syndicating loans for various corporates.

The Company possesses expertise in financing short and long term loan facility, risk analysis, transfer and assessment besides a broad spectrum of services. The Company is headquartered in Mumbai. The Company has network of 14 branches across India, which enables us to service clients across locations.

Product Offering

- **Promoter Finance**
  Loans are offered to promoters against pledge of their shares/securities. The funds so raised can be used by the promoters for the working capital requirement of the Company, for expansion and diversification in the business.

- **Structured Finance**

  The Company offers various structured financing solutions to corporates for funding the companies in special situations like acquisition financing etc.

- **Loan Against Securities**

  Loan Against Securities (LAS) is a Loan Facility offered against collateral of Equity Shares and other securities. With this product, the investors can borrow funds against securities.

- **IPO Financing**

  IPO funding product offers an excellent opportunity to leverage one's fund in primary markets.

- **ESOP Financing**

  Loans are offered to employees to exercise the options granted to them under ESOP scheme. The tenure of the loan ranges from one month to twelve months.

- **Loans against MF / Bonds**

  Loans are offered against units of various approved MF schemes and Bonds.

- **Loan Syndication Services**

  Leveraging on the existing relationships and knowledge expertise. The Company has forayed into the business of loan syndication. The Company arranges various types of short term and long term loans and credit facility for companies. Depending on the nature of the deal the Company also acts as an investor in the transaction.

- **Commodity Financing**

  Providing loan against Demat commodities to trade

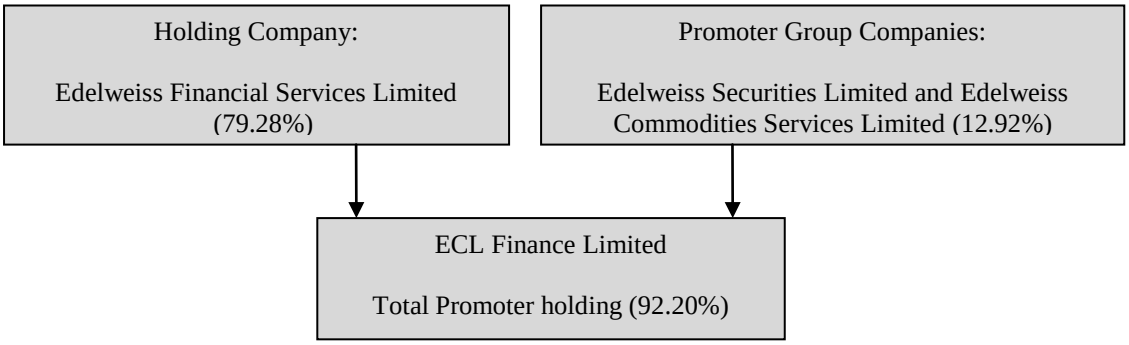
- **Loan against Property**

  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.

- **Small and Medium Enterprises Loan**

  SME Lending is funding to SME sector through customized term loans structured to suit varied business needs.

(b) Corporate Structure:



(b) Key Operational and Financial Parameters for the last three audited years and half year ended September 30, 2015.

				(Rs. In Crore)
Parameters	**For Half year ended September 30, 2015**	**Financial Year ended March 31, 2015**	**Financial Year ended March 31, 2014**	**Financial Year ended March 31, 2013**
Networth	1,780.36	1,673.36	1,533.47	1,412.24
Total Debt	12,810.24	10,350.18	5,843.97	4,772.90
of which – Non Current Maturities of Long Term Borrowing	6,436.44	6,063.53	2,524.81	1,265.05
- Short Term Borrowing	4,307.66	2,890.93	2,813.89	3,018.17
- Current Maturities of Long Term Borrowing	2,066.14	1,395.71	505.27	489.68
Net Fixed Assets	27.64	28.09	27.70	27.11
Non Current Assets	768.30	763.41	540.98	496.94
Cash and Cash Equivalents	261.11	318.77	297.87	365.41
Current Investments	13.85	16.80	0.04	0.09
Current Assets	3,293.45	1,829.81	839.75	784.17
Non Current Liabilities	111.33	46.91	47.87	25.74
Current Liabilities	868.52	713.05	377.01	261.88
Assets Under Management - Credit Book	11,206.08	9,826.61	6,095.98	4,799.04
Off Balance Sheet Assets			-	-
Interest Income	914.38	1,342.56	928.44	666.73
Interest Expense	503.72	676.62	413.41	335.49
Provisioning & Write-offs	13.78	91.56	36.89	5.18
PAT	118.16	182.94	160.04	121.17
Gross NPA (%)	1.89%	1.67%	1.24%	0.52%
Net NPA (%)	0.60%	0.30%	0.34%	0.16%
Tier I Capital Adequacy Ratio (%)	12.45%	11.68%	15.56%	18.17%
Tier II Capital Adequacy Ratio (%)	6.18%	6.03%	0.50%	0.23%
Gross Debt: Equity Ratio of the Company:-				
Before the issue of debt securities	5.7102			
After the issue of debt securities	**5.7382**			

***Excluding asset specific borrowings**

(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:

The Company was incorporated as a Public Limited Company on July 18, 2005 in the name and style of "ECL Finance Limited",. The Company received the Certificate of Commencement of business on August 4, 2005. The Company got registered with RBI as Non-Banking Finance Company not accepting public deposits on April 24, 2006. Over a period of time and increase in operations, the Company has acquired the status of Systemically Important Non-banking Financial Company. The Company is a subsidiary of Edelweiss Financial Services Limited. The Company is presently engaged in the business of financing, money lending, corporate lending with or without securities, providing finance to industrial enterprises, individuals and participating in consortium finance with other lenders, investment in securities, etc.

(b) Capital Structure of the Company as on September 30, 2015:

Share Capital

Particulars	Amount (Rs. in Crs)
A. Authorised Capital	
6,70,00,00,000 (Previous year: 670,00,00,000) Equity shares of Re. 1 each (Previous year: Re. 1 each)	670
40,00,000 (Previous year: 40,00,000) Preference shares of Rs. 10 each (Previous year: Rs. 10 each)	4
Total	674
B. Issued, Subscribed and Paid Up Capital	
1,89,18,48,462 (Previous year: 1,89,18,48,462) Equity shares of Re. 1 (Previous year: Re.1) each, fully paid-up	189.18
Total	189.18
Paid up capital (A) after the offer;. (B) after conversion of convertible instruments (if applicable) (d) share premium account (before and after the offer)	There will be no change in the Capital and Share Premium after the Offer.

(c) Change in share capital as on September 30, 2015 (for last five years):

(i) Authorized Share Capital and the changes therein:

Date of Approval	Authorised Share Capital (in Rs.)	Particulars
July 18, 2005 (Incorporation)	25,000,000	Authorised Share Capital of our Company on incorporation as mentioned in Clause V (a) of the Memorandum of Association was Rs. 25,000,000 divided into 2,500,000 Equity Shares of Rs. 10 each.
February 28, 2007 (EGM)	100,000,000	Authorised Share Capital was increased from Rs. 25,000,000 divided into 2,500,000 Equity Shares of Rs. 10 each to Rs. 100,000,000 divided into 6,000,000 Equity Shares of Rs. 10 each and 4,000,000 Preference Shares of Rs. 10 each.
April 20, 2007 (EGM)	550,000,000	Subdivision of face value of equity shares from Rs. 10 each to Re. 1 each. Further, the Authorised Share Capital was increased from Rs. 100,000,000 divided into 6,000,000 Equity Shares of Rs. 10 each and 4,000,000 Preference Shares of Rs. 10 each to Rs. 550,000,000 divided into 510,000,000 Equity Shares of Re. 1 each and 4,000,000 Preference Shares of Rs. 10 each.
December 21, 2007	700,000,000	Authorised Share Capital was increased from Rs. 550,000,000 divided into 510,000,000 Equity Shares of Re. 1 each and 4,000,000 Preference Shares of Rs. 10

(EGM)		each to Rs. 700,000,000 divided into 660,000,000 Equity Shares of Re. 1 each and 4,000,000 Preference Shares of Rs. 10 each.
July 11, 2008 (AGM)	740,000,000	Authorised Share Capital was increased from Rs. 700,000,000 divided into 660,000,000 Equity Shares of Re. 1 each and 4,000,000 Preference Shares of Rs. 10 each to Rs. 740,000,000 divided into 700,000,000 Equity Shares of Rs. 1 each and 4,000,000 Preference Shares of Rs. 10 each.
December 16, 2008 (EGM)	6,740,000,000	Authorised Share Capital was increased from Rs. 740,000,000 divided into 700,000,000 Equity Shares of Re. 1 each and 4,000,000 Preference Shares of Rs. 10 each to Rs. 6,740,000,000 divided into 6,700,000,000 Equity Shares of Re. 1 each and 4,000,000 Preference Shares of Rs. 10 each.

(ii) Change in Equity Share Capital as on September 30, 2015(for last five years):

Date of Allotment	No. of Equity Shares	Face Value (in Rs.)	Issue Price (in Rs.)	Consideration (Cash, other than cash etc.)	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (in Rs.)	Cumulative Equity Share Premium (in Rs.)
July 18, 2005	1,00,000	10	10	Cash	Allotment to the Subscribers to the Memorandum	100,000	1,000,000	Nil
August 12, 2005	1,950,000	10	10	Cash	Allotment	2,050,000	20,500,000	Nil
March 30, 2007	200,000	10	500	Cash	Allotment	2,250,000	22,500,000	98,000,000
April 20, 2007	22,500,000	1	-	-	Subdivision	22,500,000	22,500,000	98,000,000
May 14, 2007	22,500,000	1	-	Bonus	Bonus issue	45,000,000	45,000,000	98,000,000
May 18, 2007	278,446,363	1	6.47	Cash	Preferential allotment	323,446,363	323,446,363	1,621,895,390.00
May 18, 2007	113,643,317	1	5.99	Cash	Preferential allotment	437,089,680	437,089,680	2,188,852,073.00
January 15, 2008	33,333,333	1	30	Cash	Preferential allotment	470,423,013	470,423,013	3,155,518,730.00
January 15, 2008	33,333,333	1	30	Cash	Preferential allotment	503,756,346	503,756,346	4,122,185,387.00
January 15, 2008	13,328,300	1	30	Cash	Preferential allotment	517,084,646	517,084,646	4,508,706,087.00
January 15, 2008	13,090,500	1	29.99	Cash	Preferential allotment	530,175,146	530,175,146	4,888,329,560.25
January 18, 2008	40,000,000	1	30	Cash	Preferential allotment	570,175,146	570,175,146	6,048,329,560.25
December 05, 2008	50,000,000	1	6	Cash	Allotment pursuant to conversion of options	620,175,146	620,175,146	6,298,329,560.25

January 02, 2009	1,271,673,316	1	1.80	Cash	Rights Issue	1,891,848,462	1,891,848,462	7,315,668,213.05
Total						**1,891,848,462**	**1,891,848,462**	**7,315,668,213.05**

(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 SEPTEMBER 30, 2015

(a) Shareholding pattern of the Company as on September 30, 2015.

Sr. No.	Particulars	Total No. of Equity Shares	No. of Shares in Demat form	Total Shareholding as % of total no. of Equity Shares
1.	Promoter	1,499,959,129	Nil	79.28%
2.	Promoter Group	244,393,333	244,393,333	12.92%
3.	Others	147,496,000	Nil	7.80%
	Total	**1,891,848,462**	**2,443,933,33**	**100%**

Note: None of the shares of the Company are pledged by Promoters.

(b) List of Top 10 holders of Equity Shares of the Company as on September 30, 2015

Sr. No.	Name of Shareholder	No. of Equity Shares held	No of Shares in Demat form	% of Share Holding
1	Edelweiss Financial Services Limited(EFSL)	1,499,959,123	Nil	79.28
2	Waverly Pte. Ltd.	14,74,96,000	Nil	7.80
3	Edelweiss Commodities Services Limited	146,976,650	146,976,650	7.77
4	Edelweiss Securities Limited.	9,74,16,683	9,74,16,683	5.15
5	Mr. B. Renganathan as nominee of EFSL	1	Nil	Negligible
6	Mr. Vinit Agarwal as nominee of EFSL	1	Nil	Negligible
7	Mr. Dipakkumar K. Shah as nominee of EFSL	1	NIL	Negligible
8	Mr. Himanshu Kaji as nominee of EFSL	1	Nil	Negligible
9	Mr. Vikas Khemani as nominee of EFSL	1	Nil	Negligible
10	Mr. Rujan Panjwani as nominee of EFSL	1	Nil	Negligible
	Total	**1,89,18,48,462**	**244,393,333**	**100**

6. OUR MANAGEMENT

The Articles of Association of our Company require us to have not less than 3 (three) and not more than 15 (fifteen) Directors. As on September 30, 2015, the Company had 2 (two) Managing Directors, 1 (one) Executive Director, 2 (Two) Non-executive Director and 2 (Two) Independent Director.

Board of Directors

The general superintendence, direction and management of our affairs and business are vested in the Board of Directors. Currently, we have 7 (Seven) Directors on the Board.

DETAILS OF DIRECTORS

(a) NAMES AND ADDRESSES OF THE DIRECTORS OF THE ISSUER AS ON SEPTEMBER 30, 2015

Name, Designation, DIN, Nationality, Occupation and Address	Age (years)	Date of Appointment	Other Directorships
Mr. Rashesh Shah **Designation**: Managing Director **DIN**: 00008322 **Nationality:** Indian **Occupation:** Service **Address:** B- 233, 10th Floor, Kalpataru Horizon – B, S.K. Ahire Marg, Worli, Mumbai – 400 018	51	August 1, 2013	1. Edelweiss Financial Services Limited 2. Ivy Financial Services Private Limited 3. Edelweiss Tokio Life Insurance Company Limited 4. Edelweiss Asset Reconstruction Company Limited
Mr. Raviprakash R. Bubna **Designation**: Managing Director & CEO **DIN**: 00090160 **Nationality:** Indian **Occupation:** Service **Address:** 1203, 'C' Wing, Lakshachandi Heights, Krishna Vatika Marg, Gokuldham, Goregaon (East), Mumbai - 400 063	47	December 1, 2009	Edelweiss Finance & Investments Limited
Mr. Himanshu Kaji **Designation:** Executive Director **DIN:** 00009438 **Nationality:** Indian **Occupation:** Service **Address:** C/7, Ishwar Niwas, Sicka Nagar, VP Road, Mumbai – 400 004	49	August 1, 2013	1. Kaji and Maulik Securities Private Limited 2. Edelweiss Financial Services Limited 3. Edelweiss Trusteeship Company Limited 4. Edelweiss Tokio Life Insurance Company Limited
Mr. Rujan Panjwani **Designation**: Non Executive Director **DIN**: 00237366 **Nationality:** Indian **Occupation:** Service **Address:** 26th Hem Prabha, 7th Floor, Marine Drive, Mumbai 400 020	51	May 15, 2008	1. Edelweiss Financial Services Limited 2. Edelweiss Tokio Life Insurance Company Limited 3. Edelweiss Asset Management Limited 4. Edel Land Limited 5. Edelweiss Custodial Services Limited 6. Edelweiss Commodities Services Limited 7. EC Global Limited
Mr. P N Venkatachalam **Designation**: Independent Director **DIN**: 00499442 **Nationality:** Indian **Occupation:** Professional **Address:** Flat No. 3C, Settlur Manor No.2, Sivaswamy Street, (Behind UTI Bank), Off Dr. Radhakrishnan Salai, Mylapore, Chennai, 600 004	70	December 20, 2007	1. Khazana Jewellery Private Limited 2. Edelweiss Financial Services Limited 3. Edelweiss Finance & Investments Limited 4. Edelweiss Commodities Services Limited 5. Sundaram Finance Limited 6. UTI Asset Management Company Limited 7. UTI Retirement Solutions Limited 8. Edelweiss Tokio Life Insurance Company Limited 9. Sundaram BNP Paribas Home Finance Limited 10. Edelweiss Housing Finance Limited

Name, Designation, DIN, Nationality, Occupation and Address	Age (years)	Date of Appointment	Other Directorships
Ms. Vidya Shah **Designation**: Director **DIN**: 00274831 **Nationality:** Indian **Occupation:** Service **Address:** B- 233, 10th Floor, Kalpataru Horizon –B, S.K. Ahire Marg, Worli, Mumbai – 400 018.	47	March 20, 2015	1. Edelweiss Financial Services Limited 2. EdelGive Foundation 3. Toolbox India Foundation 4. Common Purpose India 5. Edelweiss Asset Reconstruction Company Limited
Mr. Sunil Mitra **Designation**: Independent Director **DIN**: 00113473 **Nationality:** Indian **Occupation:** Professional **Address:** 241 Shantipally, Kolkata – 700078	64	March 20, 2015	1. Edelweiss Financial Services Limited 2. Edelweiss Securities Limited 3. IPE Global Private Limited 4. Calcutta Promotions 5. Patton International Limited 6. Peerless Trust Management Co. Limited 7. Nicco Parks Resorts Limited 8. Magma HDI General Insurance Company Limited 9. Texmaco Rail & Engineering Limited

(b) Change in Directors since last three years (for the period October 1, 2012 to September 30, 2015):

Name, Designation	DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
Mr. Rashesh Shah, Managing Director	00008322	01/08/2013	N.A.	Appointment
Mr. Himanshu Kaji, Executive Director	00009438	01/08/2013	N.A.	Appointment
Mr. Pankaj Sood, Nominee Director	05185378	01/02/2014	-	Appointment
Mr. Pankaj Sood, Nominee Director	05185378	03/07/2014	01/02/2014	Resignation
Ms. Vidya Shah, Director	00274831	20/03/2015	N.A.	Appointment
Mr. Sunil Mitra, Independent Director	00113473	20/03/2015	N.A.	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 the Company.

Remuneration of the Directors

Sl. No.	Name of the Director	March 31, 2015 (Rs.)	March 31, 2014 (Rs.)	March 31, 2013 (Rs.)
1.	Mr. Rashesh Shah	50,500,000	25,000,000	Nil
2.	Mr. Raviprakash R. Bubna	80,130,591	37,571,530	26,779,802
3.	Mr. Himanshu Kaji	40,000,000	10,000,000	Nil
4.	Mr. Rujan Panjwani	Nil	Nil	Nil
5.	Mr. P N Venkatachalam	300,000	180,000	120,000
6.	Mr. Pankaj Sood	Nil	Nil	Nil

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, Maharashtra India.	September 22, 2006

(b) Details of changes in auditors since last three years : **None**

8. DETAILS OF BORROWINGS AS ON SEPTEMBER 30, 2015

(a) Details of Secured Loan Facilities :

Lender's name	Type of facility	Amount sanctioned (in Rs.)	Principal amount outstanding (in Rs.)*	Repayment Date / Schedule	Security
Non convertible Debentures			47,746,859,000		Refer Annexure A
Term Loan from SBBJ - A/c No 61210097849	Term Loan	500,000,000	406,250,000	30-Dec-18	Receivables
Term Loan from SBI - A/c 33549602928	Term Loan	1,000,000,000	812,500,000	31-Dec-18	Receivables
Term Loan from Andhra Bank - A/c No 112830100002014	Term Loan	1,500,000,000	1,050,000,000	05-Mar-19	Receivables

Term Loan From Indusind Bank - A/C No 512003466184	Term Loan	1,000,000,000	1,000,000,000	20-Mar-17	Receivables
Term Loan from SBBJ - A/c No 61217046140	Term Loan	500,000,000	437,500,000	25-Mar-19	Receivables
Term Loan from Syndicate Bank - A/c No 447OSLB140870004	Term Loan	1,000,000,000	700,000,000	31-Mar-19	Receivables
Term Loan from Karnataka Bank - A/c No 4637001000747701	Term Loan	500,000,000	300,000,000	21-Feb-17	Receivables
Term Loan from Lakshmi Vilas Bank - A/c No 0174785000000849	Term Loan	1,000,000,000	583,333,333	31-Mar-17	Receivables
Term Loan from State Bank of Hyderabad A/c 62347783122 Overseas Branch (Colaba)	Term Loan	500,000,000	375,000,000	29-Jun-19	Receivables
Term Loan from Federal Bank A/c 13857100004496	Term Loan	500,000,000	333,333,333	27-Aug-17	Receivables
Term Loan from Tamilnad Mercantile Bank Ltd A/c 168700470100078	Term Loan	500,000,000	400,000,000	27-Aug-19	Receivables
Term Loan from Vijaya Bank A/C No 602809051000018	Term Loan	1,500,000,000	1,406,250,000	11-Jun-19	Receivables
Term Loan from Punjab & Sind Bank A/C No 03851200000411	Term Loan	500,000,000	400,000,000	15-Sep-19	Receivables
Term Loan from OBC Bank A/C 09027025001682	Term Loan	600,000,000	480,000,000	26-Sep-19	Receivables
Term Loan from Karnataka Bank A/C 4637001600823801	Term Loan	500,000,000	444,400,000	26-Sep-19	Receivables
Term Loan from Bank Of India A/C 016065410000295	Term Loan	1,000,000,000	800,000,000	01-Jul-19	Receivables
Term Loan from Syndicate Bank A/C 447OSLB142720003	Term Loan	1,000,000,000	800,000,000	30-Sep-19	Receivables
Term Loan from Punjab National Bank A/C 006200IC00041144	Term Loan	1,000,000,000	636,363,636	30-Jun-17	Receivables
Term Loan from IDBI Bank A/C No 0004671200022279	Term Loan	1,750,000,000	1,166,666,667	30-Sep-17	Receivables
Term Loan from Lakshmi Vilas Bank A/C No 0174649000000807	Term Loan	500,000,000	333,333,332	26-Sep-17	Receivables
Term Loan from UCO Bank A/C No 19080610005781	Term Loan	250,000,000	234,375,000	30-Sep-19	Receivables

Term Loan from Corporation Bank A/C No 087005401140011	Term Loan	1,000,000,000	850,000,000	31-Dec-19	Receivables
Term Loan from State Bank of Hyderabad A/c No 62392221931	Term Loan	1,000,000,000	900,000,000	01-Jan-20	Receivables
Term Loan from SBBJ Bank A/C No 61252418380	Term Loan	1,000,000,000	1,000,000,000	30-Nov-19	Receivables
SIDBI Term Loan Account (JAN 2015)	Term Loan	1,000,000,000	800,000,000	01-Aug-17	Receivables
Term Loan from State Bank of Travancore A/C 67315994566	Term Loan	500,000,000	450,000,000	05-Mar-20	Receivables
Term Loan from Corporation Bank A/C 087005401150004	Term Loan	1,000,000,000	900,000,000	31-Mar-20	Receivables
Term Loan from Syndicate Bank A/C 447OSLB15089001	Term Loan	1,000,000,000	900,000,000	31-Mar-20	Receivables
Term Loan from Central Bank of India A/C 3459917933	Term Loan	1,000,000,000	975,000,000	30-Jun-20	Receivables
Term Loan from Ratnakar Bank A/c 909000014720	Term Loan	500,000,000	458,333,334	29-May-18	Receivables
Term Loan from VIJAYA BANK A/C 602809051000026	Term Loan	1,000,000,000	950,000,000	29-Jun-20	Receivables
Term Loan from SBBJ A/C 61277337784	Term Loan	1,000,000,000	1,000,000,000	30-Jun-20	Receivables
Term Loan account from Bank of Maharashtra A/C 60228592376	Term Loan	1,000,000,000	1,000,000,000	31-Jul-20	Receivables
SIDBI TERM LOAN - SEPT 2015	Term Loan	1,500,000,000	500,000,000	01-Oct-20	Receivables
Term Loan account with Oriental Bank of Commerce A/C 09027025002686	Term Loan	1,000,000,000	750,000,000	30-Sep-20	Receivables
Term Loan account with Yes Bank A/C 001LA02152730004	Term Loan	1,000,000,000	1,000,000,000	31-Mar-17	Receivables
Term Loan from SIDBI	Term Loan	1,000,000,000	100,000,000	01-Dec-15	Receivables
Term Loan from Union Bank- 495806390001904	Term Loan	800,000,000	800,000,000	27-Dec-15	Receivables
Term Loan from ING Vysya Bank - 500042061816	Term Loan	750,000,000	62,500,000	31-Dec-15	Receivables
Term loan from BOB 29150600000410	Term Loan	1,000,000,000	1,000,000,000	18-Mar-16	Receivables
Term loan from OBC	Term Loan	750,000,000		29-Mar-16	Receivables

09027021001893			750,000,000		
Term loan from BOI-016065410000237	Term Loan	800,000,000	800,000,000	28-Mar-16	Receivables
Term Loan from Abu Dhabi Commercial Bank	Term Loan	250,000,000	250,000,000	28-Jun-16	Receivables
Term loan from Vijaya Bank-602809051000008	Term Loan	600,000,000	600,000,000	25-Jun-16	Receivables
Allahabad 50148635102 CC A/c	Bank Overdraft	500,000,000	200,000,000	On Demand	Receivables
Andhra - A/C 112813100000104	Bank Overdraft	1,000,000,000	400,000,000	On Demand	Receivables
Bank of Maharashtra A/c No 60181951155	Bank Overdraft	500,000,000	200,000,000	On Demand	Receivables
BOB - A/c 29150500000061	Bank Overdraft	1,000,000,000	400,000,000	On Demand	Receivables
BOI - A/c 016030110000060	Bank Overdraft	1,350,000,000	770,000,000	On Demand	Receivables
Canara Bank - A/c 0239267000001 (Tamarind Lane Branch)	Bank Overdraft	1,500,000,000	950,000,000	On Demand	Receivables
Dena bank CC A/C 004313023801	Bank Overdraft	500,000,000	200,000,000	On Demand	Receivables
IDBI A/C No 0004655100002134	Bank Overdraft	500,000,000	200,000,000	On Demand	Receivables
OBC A/c - .09024011000195	Bank Overdraft	1,500,000,000	1,000,000,000	On Demand	Receivables
PNB - A/C 0062008700025196	Bank Overdraft	1,000,000,000	500,000,000	On Demand	Receivables
State Bank of Hyderabad A/C No 00000062267797442	Bank Overdraft	500,000,000	300,000,000	On Demand	Receivables
UBI - A/c 495805010033060	Bank Overdraft	1,850,000,000	1,000,000,000	On Demand	Receivables
Vijaya Bank A/c No. 602806211000001 (Delhi Br)	Bank Overdraft	400,000,000	250,000,000	On Demand	Receivables
CBI-3251385050	Bank Overdraft	100,000,000	100,000,000	On Demand	Receivables
Ratnakar Bank- A/c 609000165357	Bank Overdraft	150,000,000	150,000,000	On Demand	Receivables
South Indian Bank A/C 0864083000000002	Bank Overdraft	300,000,000	300,000,000	On Demand	Receivables
CBLO Borrowing	Collateralised borrowing and lending obligation		18,350,000,000		Government Securities
CROMs Borrowing	Clearcorp Repo Order Matching System		8,091,076,184		Government Securities

Total		**50,200,000,000**	**111,003,073,819**		

***The provision for redemption premium on the above debentures amounts to Rs 167,350,862, unammortised discount on issue of NLDs amounts to Rs 13,477,013 and Interest due on the above term loans amounts to Rs 71,319,251.Thus total secured outstanding borrowing as at 30 September 2015 is Rs 111,228,266,920.**

(b) Details of Unsecured Loan Facilities :

Lender's name	Type of facility	Amount sanctioned (in Rs.)	Principal amount outstanding (in Rs.)	Repayment Date / Schedule	Security
Edelweiss Financial Services Ltd (Holding Company)	Working capital loan	-	3,871,433,961	on demand	
Non-convertible Subordinated Debt	Sub Debt	-	8,400,000,000		Refer Annexure A
Commercial paper*		-	4,700,000,000		Refer point 8(f)(i) below
Total			**16,971,433,961**		

***The unammortised discount on above commercial paper is Rs 97,303,686. Thus total unsecured borrowing outstanding as at 30 September 15 is Rs 16,874,130,274**

(c) Details of Non Convertible Debentures :

For details of Non Convertible Debentures refer Annexure A

(d) List of Top 10 Debenture holders as on September 30, 2015

Sr. No.	Name of Debenture holder	Amount (Rs.In crores)
1	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MEDIUM TERM PLAN	400
2	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	400
3	UTI- FLOATING RATE FUND-STP	277
4	UTI SHORT TERM INCOME FUND	275
5	UTI-TREASURY ADVANTAGE FUND	250
6	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE DYNAMIC BOND FUND	170
7	EDELWEISS COMMODITIES SERVICES LIMITED	126.10
8	LARSEN & TOURBO LIMITED	125
9	INCREDIBLE INDIA FOCUS FUND LIMITED	105
10	FRANKLIN INDIA SHORT TERM INCOME PLAN	95

(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 September 30, 2015

Maturity Date	Amount Outstanding
15-Feb-16	2,000,000,000
09-Dec-15	500,000,000
23-Dec-15	100,000,000
14-Oct-15	500,000,000
09-Nov-15	600,000,000
19-Nov-15	1,000,000,000
Total	**4,700,000,000**

(g) Details of rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on September 30, 2015:

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 indebtness 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 debt securities or has any outstanding borrowings taken: (i) for consideration other than cash, whether in whole or part; or (ii) in pursuance of an option as on September 30, 2015.

As on September 30, 2015, the Issuer has issued debt securities at a discount as per the table below:

Date of Issue	Product Code	No. of Debentures	Face Value (in Rs.)	Discount Per Debenture (in Rs.)	Aggregate Discount (in Rs.)
31-May-12	E5E210	638	100000	6000	3828000
28-Aug-12	K5H205	1	6000000	1399800	1399800
19-Nov-12	J5K202	275	100000	750	206250
26-Nov-12	J5K201	255	100000	750	191250
27-Nov-12	K5A201	165	100000	2000	330000
30-Nov-12	K5K202	500	100000	1000	500000
04-Feb-13	L5C201	330	100000	1500	495000
04-Feb-13	A6C301	207	100000	2000	414000
13-Mar-13	B6E302	135	100000	2000	270000
02-Apr-13	C6H301	225	100000	1000	225000
02-Apr-13	C5E301	790	100000	2300	1817000
06-May-13	H5D301	425	100000	2250	956250
06-May-13	D6I301	187	100000	2000	374000
24-May-13	H6E301	171	100000	500	85500
30-May-13	H6E303	50	100000	500	25000
05-Jun-13	E6J301	178	100000	2500	445000
05-Jun-13	I5E301	124	100000	2000	248000
06-Jun-13	E5G302	495	100000	650	321750
20-Jun-13	F6F301	339	100000	2500	847500
24-Jun-13	F6I301	195	100000	800	156000

03-Jul-13	I5F301	260	100000	2000	520000
17-Jul-13	J5G301	150	100000	2100	315000
05-Aug-13	B6G301	182	100000	2000	364000
05-Aug-13	K5G301	78	100000	2100	163800
06-Nov-13	D6J301	304	100000	2500	760000
04-Dec-13	C6B301	104	100000	2500	260000
03-Jan-14	D6C302	130	100000	2500	325000
05-Feb-14	E6D301	441	100000	2500	1102500
05-Feb-14	A6C303	298	100000	2000	596000
12-Feb-14	D7E401	100	100000	3750	375000
05-Mar-14	B6B402	244	100000	1200	292800
05-Mar-14	E6E401	256	100000	2500	640000
06-Mar-14	D7E402	90	100000	3500	315000
02-Apr-14	F7F401	948	100000	1500	1422000
03-Apr-14	F6F401	130	100000	2500	325000
03-Apr-14	F5C401	126	100000	1500	189000
05-Jun-14	H5E401	100	100000	1500	150000
05-Jun-14	H6E401	85	100000	2000	170000
23-Jun-14	F6I401	1247	100000	1250	1558750
01-Jul-14	L5F403	78	100000	1500	117000
28-Jul-14	F7I401	208	100000	1250	260000
01-Aug-14	A7G401	230	100000	2000	460000
25-Aug-14	K7H401	103	100000	1500	154500
08-Sep-14	H5I401	285	100000	1000	285000
17-Oct-14	I7C401	337	100000	1000	337000
17-Nov-14	J6H401	2965	100000	3900	11563500
04-May-15	D8F501 A	100	100000	3050	305000
04-May-15	D8F501 B	100	100000	3050	305000

As on September 30, 2015 the Issuer has issued debt securities at a premium as per the table below:

Date of Issue	Product Code	No. of Debentures	Face Value (in Rs.)	Premium per Debenture (in Rs.)	Aggregate Premium (in Rs.)
27.11.2012	E5K201	499	100000	4000	1996000

9. Details of Promoters of the Company :

(a) Details of Promoter holding in the Company as on September 30, 2015

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
Edelweiss Financial Services Limited	1,49,99,59,129	Nil	79.28%	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 is enclosed as Annexure B

11. (a) Abridged version of Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement and Balance Sheet) and auditors qualifications, if any.

Abridged version of financial results for the half year ended 30 September 2015 is enclosed as 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.

NONE

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

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)

Refer annexure E

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.

ECL Finance Limited Versus Kalpeshbhai Padhya Vyomesh Trivedi, Mukesh Kanani, Prakash Patel and Gaurav Davda Economic Offences Wing (EOW) 47th CMM Court, Esplanade, Mumbai Case No. 697/PW/2014	Rs. 8.29 crore	**EOW** – Criminal complaints Filed against 5 accused namely Kalpesh Padhya, Vyomesh Trivedi, Mukesh Kanani, Prakash Patel and Gaurav Davda for criminal breach of trust and cheating amounting to Rs. 8.29 crores. FIR is registered under C. R. No. 101 of 2011. Witness statements of officials of Edelweiss, 2 ex-employees of Vyomesh Trivedi, CA, who issued the Net worth certificate etc. have been recorded in support of the complaint. Similar complaint received from Aditya Birla group has also been joined in our complaint as witnesses. Necessary permission received from DSP to arrest Vyomesh Trivedi and Kalpesh Padhya. Cops alongwith officials visited Sidhpur, Gujarat on 25-26.02.2013 for arrest of Kalpesh Padhya, where he escaped from police hand. He was later arrested on 20.03.2013. On 21.03.2013 he was sent to Police Custody and thereafter remained in Police Custody for 14 days till 04.04.2013. Thereafter he was granted Judicial Custody when he applied for regular bail, which was rejected by the Magistrate. On 29.03.2013, Bombay High court granted him bail against surety of Rs.1 lakh with other conditions like surrender of passport, not to change residence without permission etc. Mukesh Kanani was arrested on 29.03.2013 and on 30.03.2013 Magistrate granted police custody for 6 days until 04.04.2013 and thereafter he was sent to judicial custody for 13 days until 16.04.2013. Prakash Patel and Gaurav Davda may be made approvers. Vyomesh is absconding. Investigation is currently pending and next date of hearing is 04th December 2015.

(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) and in all the subsequent periodical communications sent to the holders of debt securities.

The Issuer has received the consent of SBICAP Trustee Company 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

(b) Name and address of the Valuer who performed valuation of the security offered is not applicable in this case.

(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) and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 through notification dated March 24, 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
- RBI Circular RBI/2013-14/402 IDMD.PCD. 08/14.03.01/2013-14 and RBI Notification No. IDMD.PCD.07/ED(RG) - 2013 dated December 5, 2013 and amendments thereafter
- SEBI Circular CIR/MRD/DRMNP/35/2013 dated December 05, 2013 and amendments thereafter
- RBI Circular RBI/2014-15/475/DNBR (PD) CC No.021/03.10.001/2014-15 dated February 20, 2015

(d) 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 "ECL 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.

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
- 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, FPIs 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 debentureholders 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 debentureholders whose name appears in the Register of debentureholders on the record date. Such payment will be a legal discharge of the liability of the Company towards the debentureholders. 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 debentureholders 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.

Right to Re-purchase and Re-issue the Debentures

The Company will have power, exercisable at its sole and absolute discretion from time to time, to re-purchase a part or all of its Debentures from the secondary markets or otherwise, at any time prior to the Redemption Date, subject to applicable law and in accordance with the applicable guidelines/regulations, if any.
In the event of a part or all of its Debentures being repurchased as aforesaid or redeemed under any circumstances whatsoever, the Company shall have, and shall be deemed always to have had, the power to reissue the Debentures either by reissuing the same Debentures or by issuing other debentures in their place.
Further the Company, in respect of such re-purchased/re-deemed Debentures shall have the power, exercisable either for a part or all of those Debentures, to cancel, keep alive, appoint nominee(s) to hold or reissue at such price and on such terms and conditions as it may deem fit and as permitted by law.

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 Debentureholders convened in accordance with the provisions set out in the Fifth Schedule of the Debenture Trust Deed.

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 SBICAP Trustee Company 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 SBICAP Trustee Company 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.

Valuation Agency

The Company has entered into valuation agreement(s) with SEBI registered credit rating agencies namely CRISIL Limited (“CRISIL”), ICRA Limited (“ICRA”) and Credit Analysis and Research Limited (“CARE”). The Issuer at its sole discretion shall appoint one of these agencies as a Valuation Agent to provide Valuation on Debentures. The details of Valuation Agent and the website link of the Valuation Agent where the Valuations shall be available will be communicated by the Issuer to the Debenture holder. Such communication shall form part of this Disclosure Document.The Valuation Agent will publish the valuation on its website at least once every calendar week. The valuation of the Debentures shall be available at http://www.edelweissfin.com/Home/Individuals.aspx and on the website of the Valuation Agency within 7 Working Days from Deemed Date of Allotment. Upon request by any Debenture Holder for the value of the Debentures, the Issuer shall arrange to provide the same.The Company reserves the right to change the Valuation Agent at its sole and absolute discretion, during the tenure of the Debentures without giving any reasons or prior notice to the Debenture holders. The Issuer shall inform about such change as and when it occurs to the Debenture holders.

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.

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:

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 (Company specific): Since ECLF 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 ECLF. 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.

Interest Rate Risk on Bonds/ Government securities:

Bonds/ Government securities which are fixed return securities, run price-risk like any other fixed income security. Generally, when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The level of interest rates is determined by the rates at which government raises new money through RBI, the price levels at which the market is already dealing in existing securities, rate of inflation etc. The extent of fall or rise in the prices is a function of the prevailing coupon rate, number of days to maturity of a security and the increase or decrease in the level of interest rates. The prices of Bonds/ Government securities are also influenced by the liquidity in the financial system and/or the open market operations (OMO) by RBI. Pressure on exchange rate of the rupee may also affect security prices. Such rise and fall in price of bonds/ government securities may influence valuations as and when such changes occur.

Risk associated in Mutual Fund Investment:

In accordance with the investment management strategies, major corpus of the NCDs will be predominately invested into Mutual Fund units which in turn will allocate its assets into Bonds/Government securities. Hence, all risks associated with NCDs investment into Mutual fund, including performance of their Underlying instruments will therefore be applicable. Investors who intend to invest in such NCDs are required to and deemed to have understood the risk factors of the Underlying, some of which are as follows:

.• The NCDs will invest in a Bond/Government securities through Mutual Fund schemes. Hence, movements in the NAV of the Underlying schemes may impact the performance of the NCDs. Further, any change in the investment policies or fundamental attributes of the Underlying will affect the performance of such NCDs

The investment strategy of Mutual funds involves periodic asset allocation changes that entail investing into or redeeming out of the Underlying schemes. The performance may be impacted by exit loads or other redemption charges that may be charged at the time of redemption from the Underlying schemes.

• The Underlying Funds may suspend or restrict the purchase/ redemption of units due to occurrence of certain events as specified in the Scheme Information Document or other such documents. The periodic asset allocation changes could get delayed as a result of such suspension/restriction of purchase/redemption of units

• Re-investment Risk: The investment made by the funds is subject to reinvestment risk. This risk refers to the interest rate levels at which cash flows received from the securities are reinvested. The additional income from reinvestment is the "interest on interest" component. The risk is that the rate at which interim cash flows can be reinvested may be lower than that originally assumed.

Risks associated with transaction in units through Stock Exchange mechanism: In respect of transactions in Units of the Mutual fund schemes through NSE and/or BSE or any other recognized stock exchange, allotment and redemption of Units on any Business Day will depend upon the order processing/settlement by NSE, BSE or such other exchange and their respective clearing corporations on which the Mutual Fund has no control. Further, transactions conducted through the stock exchange mechanism shall be governed by the operating guidelines and directives issued by NSE, BSE or such other recognized exchange in this regard.

• Market Liquidity Risk: The liquidity of NCD investments made in the Mutual Fund may be restricted by trading volumes, settlement periods and transfer procedures. Different segments of the Indian financial markets have different settlement periods and such periods may be extended significantly by unforeseen circumstances. There have been times in the past, when settlements have been unable to keep pace with the volume of securities transactions, making it difficult to conduct further transactions. Delays or other problems in settlement of transactions could result in temporary periods when the assets of the fund are uninvested and no return is earned thereon. The inability of the Fund to make intended securities purchases, due to settlement problems, could cause this strategy to miss certain investment opportunities. By the same token, the inability to sell securities held in the portfolios, due to the absence of a well developed and liquid secondary market for debt securities, would result at times, in potential losses to such funds.

3. Changes or discontinuance of the Underlying: Changes in the Underlying and factors which either affect or may affect the value of the Underlying, may affect the return on an investment in the Debentures. In case of the regulators or the authorized bodies discontinuing or restricting the use of the benchmark/underlying, the Issuer will be bound to take necessary action as may be prescribed by the regulators or the authorized body or as may be required by the law or as may be required to accommodate the situation

4. 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.

5. Returns on Debentures are subject to Model Risk: Returns on the Debentures are based on complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behavior of the Underlying Reference Index selected for hedging may significantly differ from returns predicted by the mathematical models.

6. 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.

7. Downgrading in Credit Rating

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

EXTERNAL RISK FACTORS

1. The Debentures may be illiquid

The Company intends to list the Debentures on the WDM segment of the 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.

Conditions in the Indian Debt market may affect the coupon on the Debentures.

<u>Applicable to Mutual fund product based on G Sec:</u>

Even though the Government securities market is more liquid compared to other debt instruments, on occasions, there could be difficulties in transacting in the market due to extreme volatility or unusual constriction in market volumes or on occasions when an unusually large transaction has to be put through. The Central and State Governments are the issuers of the local currency debt. The Government raises money to meet its capital and revenue expenditure by issuing debt or discounted securities. Since these securities carry minimal risks, they may command lower yields.

The performance may be affected by changes in Government policies, general levels of interest rates and risks associated with trading volumes, liquidity and settlement systems

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

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

Applicable to Index Linked product:

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; The valuation to be provided by the valuation agency is only an indicative value on the valuation date and can be different from the actual realizable value of the Debenture;

(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 Securities 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

(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, 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 and/or invests in the Debentures on behalf of its Clients/investor(s) ("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 SEBI Circular dated CIR/IMD/DF/17/2011 dated September 28, 2011 ("Structured Products Guidelines"), 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 and the Intermediary has strictly complied with all applicable AML Laws & Rules and KYC Guidelines in relation to each of the Clients / investor(s);

(iii) the Intermediary is selling the Debentures, to appropriate Clients/the investor(s) or is investing on behalf of its Clients /the investor(s) appropriately and such sale / investment in the Debentures is within the scope of its authority and accordingly binds each of the Clients/ investor(s);

(iv) the intermediary has satisfied itself as to the capacity and authority of each of the Clients / investor(s) to invest in such Debentures;

(v) the Intermediary has conducted a risk profiling of each Client / Investor (s) pursuant to the Structured Products Guidelines and has satisfied itself that the Debentures are suitable to the risk profile of the Client / investor.

(vi) the Intermediary has fully advised each of its Clients / the investor(s) of the risks relating to investment in the Debentures and 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;

(vii) the Intermediary in case of a Portfolio Manager as required under the SEBI (Portfolio Managers) Regulations, 1993 and in case of any other Intermediary under the regulations applicable to that Intermediary has fully advised each of its Clients / the investor(s) of the rights of such Clients / investor(s) against the Intermediary as its principal and accepts responsibility for such advice;

(viii) Should there be any dispute by the Clients / investor(s) as regards the investment in the Debentures including but not limited to the scope of its authority with regard to such investment the same shall be dealt with entirely by the Intermediary with each of the Clients / investor(s), with no reference to the Issuer;

(ix) the Intermediary hereby consents (including on the basis of any request made by the Issuer in this regard) to provide and/or to the disclose to the Issuer any information regarding any or all of the Client / investor and the investment in the Debenture, as required under applicable regulations and/or as requested by any governmental or regulatory authority or under a provision of law and agrees that such information shall be disclosed by the Issuer to any governmental and/or regulatory authorities.;

(x) The Intermediary shall provide its Clients / the investor(s) with a copy of the Offer Document;

(xi) The Intermediary shall guide the Clients / investor(s) as to where the valuations (of the Debentures) will be available;

(xii) 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;

(xiii) The Intermediary confirms and undertakes that it has not and will not use the name of the Issuer or any of its group entities in any of its advertisement or any marketing material other than for the selling the Debentures; and

The Intermediary confirms that the marketing material shall only contain information that is provided in this Disclosure Document and should not contain any information that is extraneous to this Disclosure Document.

Potential Conflicts of Interest

The Company has appointed Edelcap Securities Limited, its affiliate as its calculation agent for the purposes of calculating amounts payable or deliverable to holders under these Debentures. Under certain circumstances, the agent as an affiliate and its responsibilities as calculation agent for the Debentures could give rise to conflicts of interest. The calculation agent is required to carry out its duties in good faith and using its reasonable judgement. However, because the Company may control the affiliate, potential conflicts of interest could arise. The Issuer may enter into an arrangement with an affiliate to hedge market risks associated with its obligations under the Debentures. Such an affiliate would expect to make a profit in connection with this arrangement. The Company may not seek competitive bids for such arrangements from unaffiliated parties.

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.

Information in relation to Nifty 10 yr Benchmark G-Sec Clean Price Index

The Nifty 10 yr Benchmark G-Sec Clean Price Index is constructed using the clean price of a 10 year bond issued by the Government of India and declared as benchmark by FIMMDA. The index seeks to track the performance of the 10 year benchmark security on the basis of clean price. The index has a base date of Jan 03, 2011 and base value of 1000.

Index Manufacturer – India Index Services & Products Limited (IISL) Background

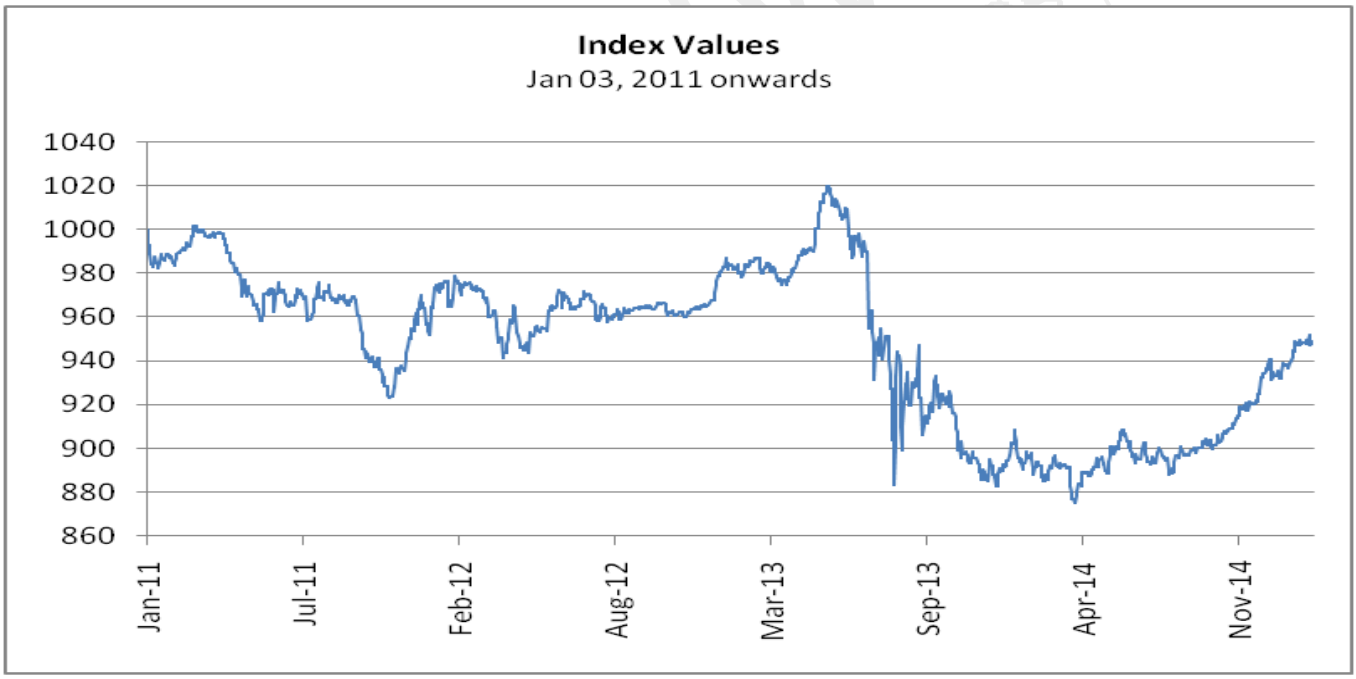
- IISL, a subsidiary of NSE was setup in May 1998 to create and manage indices for NSE and its participants
- IISL maintains over 80 equity indices comprising broad-based benchmark indices, sectoral indices
- They manage the most popular and most traded indices on Indian markets such as Nifty 50, Nifty Bank and all NSE sectoral indices
- This index is managed by IISL. The index is calculated on a daily basis by IISL.

INDEX METHODOLOGY:

Index represents 10 year Government of India Bond identified as "Benchmark" security by FIMMDA.

- The Index will only consider the clean price of the 10 year on the run for index calculations
- The index is computed using the price returns methodology.
- The FIMMDA prices are used for valuation of the bonds in the index.
- The index values will be published at end of the day
- Index is reviewed on monthly basis.

Historical Performance



For Nifty Bank linked Debentures:

Disclaimer by IISL

(i) The Nifty Bank Index linked Debentures ("Debentures") are not sponsored, endorsed, sold or promoted by India Index Services & Products Limited ("IISL"). IISL does not make any representation or warranty, express or implied, to the owners of the Debentures or any member of the public regarding the advisability of investing in securities generally or in the Debentures particularly or the ability of the Nifty Bank Index to track general stock market performance in India. The relationship of IISL to ECL Finance Limited ("ECLF") is only in respect of the licensing of certain trademarks and trade names of its Index which is determined, composed and calculated by IISL without regard to ECLF or the Debentures. IISL does not have any obligation to take the needs of ECLF or the owners of the Debentures into consideration in determining, composing or calculating the Nifty Bank Index. IISL is not responsible for or has participated in the determination of the timing of, prices at, or quantities of the Debentures to be issued or in the determination or calculation of the equation by which the Debentures are to be converted into cash. IISL has no obligation or liability in connection with the administration, marketing or trading of the Debentures.

(ii) IISL does not guarantee the accuracy and/or the completeness of the Nifty Bank Index or any data included therein and they shall have no liability for any errors, omissions, or interruptions therein. IISL does not make any warranty, express or implied, as to results to be obtained by ECLF, owners of the Debentures, or any other person or entity from the use of the Nifty Bank Index or any data included therein. IISL makes no express or implied warranties, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the Index or any data included therein. Without limiting any of the foregoing, IISL expressly disclaim any and all liability for any damages or losses arising out of or related to the Debentures, including any and all direct, special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

(iii) An investor, by subscribing or purchasing an interest in the Debentures, will be regarded as having acknowledged, understood and accepted the disclaimer referred to in Clauses above and will be bound by it.

For Nifty 50 Linked Debentures:

Disclaimer by IISL

The Product(s) are not sponsored, endorsed, sold or promoted by India Index Services & Products Limited ("IISL"). IISL does not make any representation or warranty, express or implied, to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or in the Product(s) particularly or the ability of the Nifty 50 to track general stock market performance in India. The relationship of IISL to the Issuer is only in respect of the licensing of certain trademarks and trade names of its Index which is determined, composed and calculated by IISL without regard to the Issuer or the Product(s). IISL does not have any obligation to take the needs of the Issuer or the owners of the Product(s) into consideration in determining, composing or calculating the Nifty 50. IISL is not responsible for or has participated in the determination of the timing of, prices at, or quantities of the Product(s) to be issued or in the determination or calculation of the equation by which the Product(s) is to be converted into cash. IISL has no obligation or liability in connection with the administration, marketing or trading of the Product(s).

IISL do not guarantee the accuracy and/or the completeness of the Nifty 50 or any data included therein and they shall have no liability for any errors, omissions, or interruptions therein. IISL does not make any warranty, express or implied, as to results to be obtained by the Issuer, owners of the product(s), or any other person or entity from the use of the Nifty 50 or any data included therein. IISL makes no express or implied warranties, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the index or any data included therein. Without limiting any of the foregoing, IISL expressly disclaim any and all liability for any damages or losses arising out of or related to the Products, including any and all direct, special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

An investor, by subscribing or purchasing an interest in the Product(s), will be regarded as having acknowledged, understood and accepted the disclaimer referred to in Clauses above and will be bound by it.

For Nifty 10 yr Benchmark G-Sec (Clean Price) Index:

Disclaimer by IISL

The Product(s) are not sponsored, endorsed, sold or promoted by India Index Services & Products Limited ("IISL"). IISL does not make any representation or warranty, express or implied, to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or in the Product(s) particularly or the ability of the Nifty 10 yr Benchmark G-Sec Clean Price Index to track general Government Securities market performance in India. The relationship of IISL to the Licensee is only in respect of the licensing of certain trademarks and trade names of its Index which is determined, composed and calculated by IISL without regard to the Licensee or the Product(s). IISL does not have any obligation to take the needs of the Licensee or the owners of the Product(s) into consideration in determining, composing or calculating the Nifty 10 yr Benchmark G-Sec Clean Price Index. IISL is not responsible for or has participated in the determination of the timing of, prices at, or quantities of the Product(s) to be issued or in the determination or calculation of the equation by which the Product(s) is to be converted into cash. IISL has no obligation or liability in connection with the administration, marketing or trading of the Product(s).

IISL does not guarantee the accuracy and/or the completeness of the Nifty 10 yr Benchmark G-Sec Clean Price Index or any data included therein and they shall have no liability for any errors, omissions, or interruptions therein. IISL does not make any warranty, express or implied, as to results to be obtained by the Licensee, owners of the product(s), or any other person or entity from the use of the Nifty 10 yr Benchmark G-Sec Clean Price Index or any data included therein. IISL makes no express or implied warranties, and expressly disclaim all warranties of merchantability or fitness for a particular purpose or use with respect to the Index or any data included therein. Without limiting any of the foregoing, IISL expressly disclaim any and all liability for any damages or losses arising out of or related to the Products, including any and all direct, special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

Disclaimer on Valuation

(i) Disclaimer by the Issuer

The Valuation reflects the independent views of the Valuation Agent. It is expressly stated that the valuation is not the view of the Issuer or its affiliates. The Issuer has not reviewed the Valuation and is not responsible for the accuracy of the Valuations. The Valuations provided by the Valuation Agent, and made available on the website of the Issuer and the Valuation Agent do not represent the actual price that may be received upon sale or redemption of the Debentures. They merely represent the Valuation Agent's computation of the valuation which may in turn be based on several assumptions. The Valuations provided by the Valuation Agent may include the use of models by the Valuation Agent (that may be different from the proprietary models used by the Issuer and / or the calculation agent) and consequently, valuations provided by other parties (including the Issuer and / or the calculation agent) may be significantly different.

(ii) Disclaimer by the Valuation Agent

Post appointment of the Valuation Agent by the Issuer, the disclaimer clause of Valuation Agent shall be communicated to the Debenture holder and the said disclaimer clause shall form part of this Disclosure Document.

22. A) SUMMARY TERM SHEET FOR B9B602A

Security Name	ECLF – Market Linked Non Convertible Debentures
Product Code	B9B602
Option Type	Option A
Issuer	ECLFINANCE LTD
Type of Instrument	Principal Protected-Market Linked Redeemable Non-convertible Debenture
Nature of Instrument	Secured
Seniority	Senior
Principal Protection	Principal is protected at maturity
Underlying/ Reference Index	Nifty 50 Index
Mode of Issue	Private Placement
Option to retain oversubscription (Amount)	Not Applicable
Eligible Investors	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 • Any other investor eligible to invest in these Debentures
Minimum application Size	25 Debentures bearing face value of Rs. 100,000/- each and in multiples of 1 Debenture(s) thereafter.
Investor Category I	Subscription amount being **less than** Rs. 1,00,00,000/- (Rupees One Crore) after considering discount or premium, if any.
Investor Category II	Subscription amount being **equal to or greater than** Rs. 1,00,00,000/- (Rupees One Crore) after considering discount or premium, if any.
Face Value	Rs. 100,000/- Per Debenture
Issue price	Rs. 100,000/- Per Debenture
Justification of Issue Price	Not Applicable
Tenor In Days	1218 Days from the Deemed Date of Allotment
Issue Opening Date	24-Feb-16
Issue Closing Date	24-Feb-16
Initial Fixing Date	24-Feb-16
Initial Fixing Level	Official Closing Level of Nifty 50 Index as on Initial Fixing Date
Final Fixing Date	27-Sep-18,25-Oct-18,29-Nov-18,27-Dec-18,31-Jan-19,28-Feb-19
Final Fixing Level	Average of Official Closing Levels of Nifty 50 Index as on Final Fixing Dates
Redemption Date *	26-Jun-19

Redemption Value *	Face Value*(1+Coupon)
Pay-in-Date	24-Feb-16
Deemed Date of Allotment	24-Feb-16
Underlying Performance	(Final Fixing Level / Initial Fixing Level) – 1
Coupon *	Max(0, Min(50%, 50% + 10 * (Underlying Performance -5%)))
Step up/Step down coupon rate	Not Applicable.
Coupon payment frequency	Coupon, if any will be paid on Redemption Date
Coupon payment dates *	Coupon, if any will be paid on Redemption Date
Coupon type	Coupon linked to Underlying / Reference Index.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	Not Applicable
Day Count Basis	Not Applicable
Default interest rate	In case of default in payment of Coupon and/or principal redemption on the Redemption date, additional interest @ 2% p.a. over the Coupon will be payable by the Company for the defaulting period.
Proposed time schedule for which the Disclosure Document is valid	Till redemption
Redemption Premium / Discount	Not Applicable
Put Option	None
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Option	None, except in the case of Early Redemption Option
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Call Notification Time	Not applicable
Listing	The Company proposes to list these Debentures on the BSE WDM segment. The Issuer confirms that the Debentures would be listed within 20 days from the Deemed Date of Allotment.
Issuance mode of Debenture	DEMAT form
Trading mode of the Debenture	DEMAT form only
Depository	NSDL and CDSL
Security	The Debentures shall be secured by way of a first pari passu mortgage and charge over the Mortgage Premises as defined in the Debenture Trust Deed; a charge on the receivables and stock in trade to the extent equal to the principal and interest amounts of the Debentures outstanding at any point of time .
Rating	PP-MLD [ICRA] AA (pronounced "PP-MLD ICRA Double A") by ICRA Limited for Rs. 500Crores Principal Protected Equity Linked Debenture 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's rating of Market Linked Debentures is an assessment of the underlying credit risk of the instrument. The rating addresses only the credit risk associated with timely payment of obligations as per terms of the issuance. The rating does not address the market risks associated with the instrument on account of linking of coupon payment to

	external variables such as reference equity index, equity shares, commodity process/index. This could result in variability or absence of coupon payments because of adverse movement in value of the external variables.
Purpose and objects of the Issue	General corporate purposes, business operations and investments
Contribution by Promoters or Director either as part of this offer or separately in furtherance of the objects of the Issue	Nil
Details of the Utilisation of the proceeds	The Issuer proposes to augment its resources to meet its requirements of funds to carry on its business operations. The proceeds of the issue of Debentures would be utilized for general corporate purposes.
Settlement	Cheque / pay order will be dispatched by courier or registered post at the address provided in the Application Form / at the address as subsequently notified to the Issuer in writing by Debenture-holder(s) or at the address on the Depository's record. Where applicable, settlement will be effected by account to account transfer vide Reserve Bank of India's Real Time Gross Settlement System.
Business Day Convention	If any of the date(s), including the Record Date, as defined in the Disclosure Document fall on a Sunday or a public holiday, the next working day shall be considered as the effective date. However, if any Initial Fixing Date, Final Fixing Date or Observation Date as defined in the Disclosure Document falls on an expiry day, which is thereafter declared as a public holiday/trading holiday, then the day notified by the Exchanges/Regulators as the new expiry day shall be considered as the effective date for the above mentioned dates. However incase Redemption Date (for payment of Principal and Coupon, if any) falls on Sunday or a public holiday, the previous working day shall be considered as the effective date
Interest on Application Money	This issue does not contemplate any interest on application money till allotment of Debentures.
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/CDSL record) shall be made.
Transaction Documents	• Letter appointing Link Intime India Private Limited as Registrar and Transfer Agents • MoU entered into between the Company and the Registrar. • Memorandum and Articles of Association of the Company. • Date of passing of Board Resolution: January 22, 2015 • Date of passing of resolution in general meeting: April 28, 2015 • Consent Letter from SBICAP Trustee Company Limited for acting as Debenture Trustee for and on behalf of the holder(s) of the Debentures. • Consent Letter from Link Intime India Private Limited for acting as Registrars to the Issue • Letter from ICRA Limited conveying the credit rating for the Debentures of the Company and the rating rationale pertaining thereto. • Tripartite Agreement between the Company, National Securities Depository Limited ("NSDL") and the Registrar for the Issue of Debentures in dematerialised form. • Tripartite Agreement between the Company, Central Depository Services (India) Limited ("CDSL") and the Registrar for the Issue of Debentures in dematerialised form. • Debenture Trust deed between Company and SBICAP Trustee Company

	Limited dated July 13, 2015. • License Agreement with IISL dated January 7, 2010 and amendments thereafter. • Valuation Agreement dated October 14, 2013 between Company and CRISIL Limited and Valuation Agreement dated January 1, 2013 between Company and ICRA Limited and Valuation Agreement dated May 4, 2012 between Company and Credit Analysis and Research Limited and amendments thereafter to the respective agreements, as may be applicable.
Conditions Precedent to Disbursement	Nil
Conditions Subsequent to Disbursement	Nil
Events of Default	Please refer "Events of Default" under section Definitions and Abbreviations.
Provisions related to Cross Default Clause	Not Applicable
Early Redemption Option	The Company has an option to redeem the Debentures ("Early Redemption Option"), to be exercised by the Company any time after the Deemed Date of Allotment on occurrence of any one or more than one of the following events- "Issuer Tax Change Event" and/or "Change in Law" and/or "Force Majeure Event" and/or "Hedging Disruption Event" and/or "Market Suspension Event" and/or "Increased Cost of Hedging" and/or "Reference Index Modification Event". Further, notwithstanding anything contained in this Disclosure Document, the Company shall not be liable for any failure to perform any of its obligations under this Disclosure Document, if the performance is prevented, hindered or delayed by any one or more of the events mentioned above, its obligations shall be terminated with immediate effect. The decision of the Company about the occurrence of the events mentioned above shall be final and binding in respect of all Debenture holders. Intimation to Investor: If the Company opts to redeem the debentures on occurrence of the events mentioned above, it shall intimate the investor within reasonable time period from the occurrence of any of the events mentioned above that it has exercised the Early Redemption Option. Early Redemption Option Exercise Date: The third Business Day from the date of Early Redemption Option intimation to the debenture holder Redemption Proceeds: In case the Early Redemption Option is exercised by the Company, the Debenture holder shall be paid the fair value of the Debenture calculated as on such Early Redemption Option Exercise Date. The fair value will be calculated by the [Calculation Agent] based on a. For the Principal Repayment: The present value of the Debenture will be calculated by the calculation agent based on the G-Sec yield one day prior to Early Redemption Option Exercise Date plus AA- spread over G-Sec yield, on the basis of a poll undertaken from three reference market-makers selected by the calculation agent at its sole discretion in good faith. b. For Coupon Payment: The value of the pay-out will be calculated using the standard 'Black and Scholes' option valuation model with input parameters as determined by the [Calculation Agent]. The decision of the [Calculation Agent] in deciding the Coupon payment based on the 'Black and Scholes' option valuation model, shall be final and binding in respect of all the Debenture holders.

Roles and Responsibilities of Debenture Trustee	Regulation 15 of SEBI (Debenture Trustees) Regulation 1993, prescribes duties of the Debenture Trustees including following : **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 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 • Default in redemption of debentures 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.
Distribution Fees	The Issuer will pay the distributor a distribution fee which shall not exceed 2.50% of the amount collected through them
Valuation Agency Fees	Fees paid to Valuation Agent by the Issuer shall be in the range of 5 bps p.a. to 15 bps p.a on the face value of the outstanding Debentures
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 the RBI and the 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.
Other Terms	Default in Payment: In case of default in payment of Coupon and/or principal redemption on the Redemption Date, additional interest @ 2% p.a. over the Coupon will be payable by the Company for the defaulting period. Delay in Listing: In case of delay in listing of the Debentures beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest @1 % p.a. over the

	Coupon from the expiry of 30 days from the Deemed Date of Allotment till the listing of such Debentures to the investor. The interest rates mentioned in above are independent of each other.

Illustration of Cash Flows:

Company	**ECLFINANCE LTD**
Face Value	Rs. 100,000/- Per Debenture
Deemed Date of Allotment	24-Feb-16
Redemption Date	26-Jun-19
Coupon	Max(0, Min(50%, 50% + 10 * (Underlying Performance -5%)))
Coupon Payment Dates/Frequency	Coupon if any, will be paid on Redemption Date
Day Count Convention	Not Applicable

Cash Flows	Date	No. of days in Coupon Period	Amount (in Rupees)
Coupon on Redemption, if any	26-Jun-19	1218	* Coupon linked to Underlying / Reference Index.
Face Value	26-Jun-19	1218	Rs. 100,000/- Per Debenture
Total	26-Jun-19	1218	Rs. 100,000 *(1+Coupon) /- Per Debenture

***** Coupon on the Debentures, if any shall be payable on the Redemption Date

Company reserves the right to change the issue closing date and in such an event, the Deemed date of allotment may also be revised by the Company at its sole and absolute discretion. In the event of any change in the above issue dates, the investors shall be intimated of the revised schedule by the Company.

23.A) SCENARIO ANALYSIS FOR B9B602A

The following table shows the value of the Debenture at maturity under different market conditions:

Scenario I

Final Fixing Level is less than Initial Fixing Level

Initial Level	Final Level	Underlying Performance	Coupon	Annualized Return
7400	0	-100%	0.00%	0.00%
7400	740	-90%	0.00%	0.00%
7400	1480	-80%	0.00%	0.00%
7400	2220	-70%	0.00%	0.00%
7400	2960	-60%	0.00%	0.00%
7400	3700	-50%	0.00%	0.00%
7400	4440	-40%	0.00%	0.00%
7400	5180	-30%	0.00%	0.00%
7400	5920	-20%	0.00%	0.00%
7400	6660	-10%	0.00%	0.00%

Scenario II

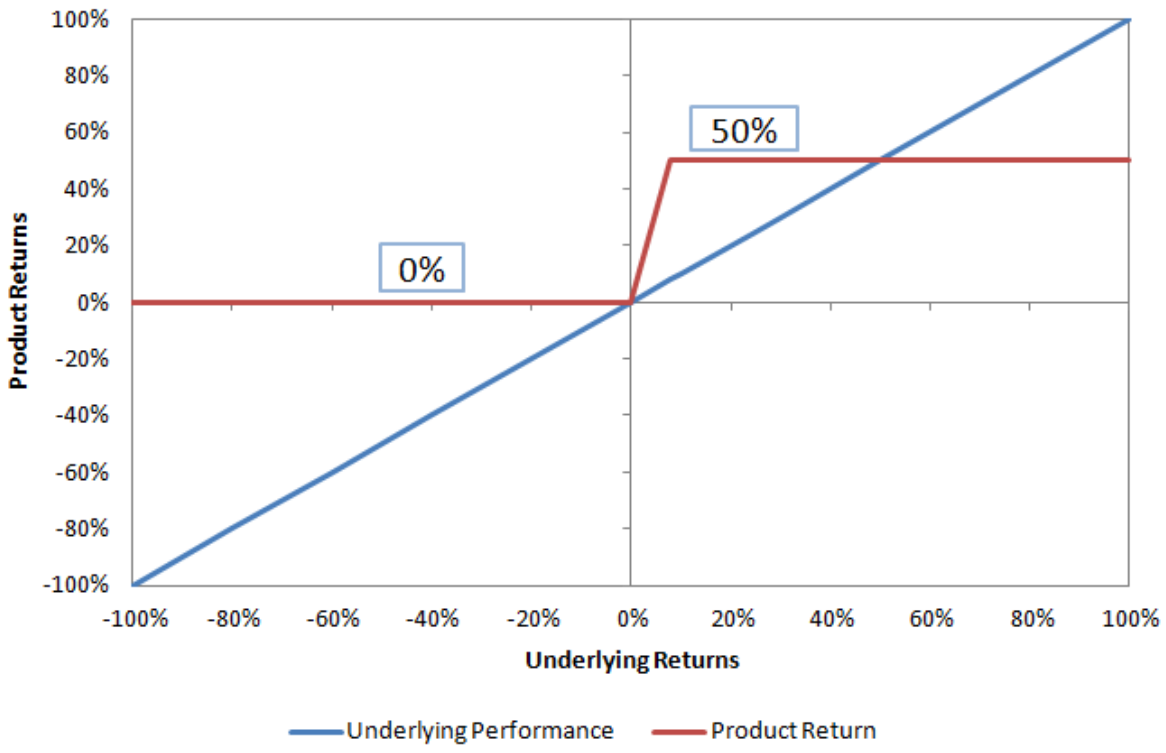
Final Fixing Level is equal to Initial Fixing Level

Initial Level	Final Level	Underlying Performance	Coupon	Annualized Return
7400	7400	0%	0.00%	0.00%

Scenario III

Final Fixing Level is greater than Initial Fixing Level

Initial Level	Final Level	Underlying Performance	Coupon	Annualized Return
7400	7474	1%	10.00%	2.90%
7400	7548	2%	20.00%	5.62%
7400	7622	3%	30.00%	8.18%
7400	7696	4%	40.00%	10.61%
7400	7770	5%	50.00%	12.92%
7400	8140	10%	50.00%	12.92%
7400	8880	20%	50.00%	12.92%
7400	9620	30%	50.00%	12.92%
7400	10360	40%	50.00%	12.92%
7400	11100	50%	50.00%	12.92%
7400	11840	60%	50.00%	12.92%
7400	12580	70%	50.00%	12.92%
7400	13320	80%	50.00%	12.92%
7400	14060	90%	50.00%	12.92%
7400	14800	100%	50.00%	12.92%



This scenario analysis is provided for illustrative purposes only and does not represent actual termination or unwind prices, nor does it present all possible outcomes or describe all factors that may affect the value of your investment.

24) 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 Securities Exchange Board Of India (Issue And Listing Of Debt Securities) (Amendment) Regulations, 2012 through notification dated October 12, 2012), and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 through notification dated March 24, 2015, SEBI Circular CIR/IMD/DF/17/2011 dated September 28, 2011 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 4 dated January 22, 2015 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 **ECL FINANCE LTD**

_____
Name:
Designation:

Place: Mumbai
Date: