



EDELWEISS FINANCE & INVESTMENTS LIMITED

Our Company was incorporated in Mumbai, Maharashtra on October 27, 1994 as a private limited company under the provisions of the Companies Act, 1956, as Crossborder Investments Private Limited, and was granted a certificate of incorporation by the Registrar of Companies, Maharashtra, Mumbai. Our Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934. For further details, please refer to the chapter titled "History and Certain other Corporate Matters" and "General Information" beginning on pages 106 and 38 of the Draft Prospectus.

Registered Office & Corporate Office: Edelweiss House, Of. C.S.T Road, Kalina, Mumbai 400 098, Maharashtra, India | CIN: U67120MH1994PLC286057
Tel: +91 22 4009 4400 | Fax: +91 22 4086 3610 | Website: <https://edelweissinvestment.com>
Company Secretary and Compliance Officer: Pooja Jayesh Doshi | Tel.: +91 22 4009 4400 | Fax: +91 22 4086 3610 | E-mail: efildebtypo@edelweissfin.com

PUBLIC ISSUE BY EDELWEISS FINANCE & INVESTMENTS LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF RS. 1,000 EACH ("NCDS") FOR AN AMOUNT OF RS. 1,250 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO RS. 1,250 MILLION AGGREGATING UP TO RS. 2,500 MILLION ("LIMIT") ("ISSUE"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED.

Our Promoter

Our promoter is Edelweiss Financial Services Limited. For further details, refer to the chapter "Our Promoter" on page 117 of the Draft Prospectus.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "HISTORY AND CERTAIN OTHER CORPORATE MATTERS" on page 106 of the Draft Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see the section titled "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" on page 237 of the Draft Prospectus.

LIABILITY OF MEMBERS: Limited by shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2019: The Authorised Share Capital of the Company is Rs. 416,200,000 divided into 41,620,000 Equity Shares of face value of Rs. 10 each and 31,380,000 Preference Shares of face value of Rs. 10 each. The Issued, Subscribed and Paid up share capital of the Company is Rs. 34,353,320.00 divided into 3,435,332 Equity Shares of Rs 10 each fully paid up and Rs. 206,920,000 divided into 20,692,000 Preference Shares of Rs 10 each fully paid up. For information on the share capital of our Company, see "CAPITAL STRUCTURE" on page 45 of the Draft Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for face value of Rs. 10 each by them at the time of signing of the Memorandum of Association: Satish Kumar Padmanabhan- 10 and Vijaylaxmi Padmanabhan- 10.

ADDENDUM CUM CORRIGENDUM NOTICE TO THE DRAFT PROSPECTUS

This Addendum cum Corrigendum should be read along with the Draft Prospectus dated December 20, 2019 and filed with the Stock Exchange and SEBI. All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Draft Prospectus. Investors may please note the following updates/ amendments to the Draft Prospectus:

- On page 199 of the Draft Prospectus, the word "NIL", under point VI, stands replaced with the below
- Edelweiss Financial Services Limited and other merchant bankers in the matter of Initial Public Offer of Credit Analysis and Research Limited (together referred to as the "Appellants") have filed an appeal before the Securities Appellate Tribunal, Mumbai ("SAT") against the impugned order dated November 28, 2014 ("Order"). SEBI vide Order had imposed the maximum penalty prescribed under Section 15 HB of the SEBI Act amounting to INR 10 million jointly and severally on the Appellants for the violation of Clause 1 of Form C of Schedule VI of Regulation 8 (2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Regulation 13 read with clause 1, 4, 6, 7 and 20 of Code of Conduct for Merchant Bankers as specified in Schedule III of the SEBI (Merchant Bankers) Regulations 1992. Aggrieved, the Appellants have filed the Appeal inter-alia to set aside the order and to stay the Order. The Securities Appellate Tribunal by a majority order dated September 30, 2016 has set aside the order passed by SEBI as well as the penalty imposed on the merchant bankers.
- EFSL, Axis Capital Limited and SBI Capital Markets Limited ("Appellants") had filed an appeal before the Securities Appellate Tribunal, Mumbai ("SAT") on May 19, 2016, inter alia, to set aside an order dated March 31, 2016 ("Order") passed by an adjudicating officer of SEBI ("Respondent") and to grant an interim stay on the Order. The Respondent vide the Order had imposed a penalty of Rs. 10.00 million jointly and severally on the Appellants for violation of Regulation 57(1), Regulation 57(2)(a)(ii) and Regulation 64(1) of the SEBI ICDR Regulations and Regulation 13 of the SEBI (Merchant Bankers) Regulations, 1992 ("MB Regulations") in relation to certain disclosure requirements set forth under the SEBI ICDR Regulations and adherence to the code of conduct set forth under the MB Regulations for the merchant bankers, respectively, for the initial public offer of Electrosteel Steels Limited. The Securities Appellate Tribunal vide its order dated November 14, 2019, has partly allowed the appeal by reducing the penalty amount from Rs. 1 crore to Rs. 50 lakh. The penalty of Rs. 50 lakhs imposed on the Appellants have been jointly paid by the Appellants.
- Further, (a) the aforesaid disclosure, as appearing in point 2 above, on page 117 of the Draft Prospectus, and (b) the line "There were no instances of non-compliance by our Promoter on any matter related to the capital markets, resulting in disciplinary action against the Company by the Stock Exchange or Securities and Exchange Board of India (SEBI) or any other statutory authority, except the following:" as appearing on page 117 of the Draft Prospectus, shall stand deleted.

LEAD MANAGERS TO THE ISSUE

IDBI capital
IDBI CAPITAL MARKETS & SECURITIES LIMITED
6th Floor, IDBI Tower, World Trade Centre, Cuffe Parade, Mumbai 400 005, Maharashtra, India
Tel: +91 22 2217 1700 | Fax: +91 22 2215 1787
Email: efil.ncd@idbicapital.com
Website: www.idbicapital.com
Investor Grievance email: redressal@idbicapital.com
Contact Person: Anusha Shetty / Sumit Singh
Compliance Officer: Christina D'souza
SEBI Registration No.: INM000010866
CIN: U65990MH1993GOI075578

Edelweiss
EDELWEISS FINANCIAL SERVICES LIMITED*
Edelweiss House, Off CST Road, Kalina, Mumbai 400 098, Maharashtra, India
Tel: +91 22 4086 3535 | Fax: +91 22 4086 3610
Email: efil.ncd@edelweissfin.com
Website: www.edelweissfin.com
Investor Grievance email: customerservice.mb@edelweissfin.com
Contact Person: Lokesh Singhi
Compliance Officer: B. Renganathan
SEBI Registration No.: INM0000010650
CIN: L99999MH1995PLC094641

REGISTRAR TO THE ISSUE

LINK Intime
LINK INTIME INDIA PRIVATE LIMITED
C- 101 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India
Tel: +91 22 4918 6200 | Fax: +91 22 4918 6195
Email: efil.ncd@linkintime.com
Investor Grievance mail: efil.ncd@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
Registration Number: INR000004058
CIN: U67190MH1999PTC118368

DEBENTURE TRUSTEE

BEACON
BEACON TRUSTEESHIP LIMITED***
4 C&D, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (East), Mumbai- 400 051
Tel: +91 22 26558759
Email: compliance@beacontrustee.co.in
Investor Grievance e-mail: investorgrievances@beacontrustee.co.in
Website: www.beacontrustee.co.in
Contact Person: Vitthal Nawandhar
SEBI Registration Number: IND000000569
CIN: U74999MH2015PLC271288

* In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended ("Merchant Bankers Regulations"), Edelweiss Financial Services Limited ("EFSL") will be involved only in marketing of the Issue.

*** Beacon Trusteeship Limited pursuant to regulation 4(4) of SEBI Debt Regulations has by its letter dated December 16, 2019 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to this Issue. For further details please refer to Annexure C. of the Draft Prospectus

DISCLAIMER: DISCLAIMER: Edelweiss Finance & Investments Limited, subject to market conditions and other considerations is proposing a public issue of secured, redeemable non-convertible debentures ("NCDs") and has filed the Draft Prospectus dated December 20, 2019 with the BSE Limited and SEBI. The Draft Prospectus dated December 20, 2019 is available on the website of the Company <https://edelweissinvestment.com>, on the website of the stock exchange www.bseindia.com and the respective websites of the lead managers at www.idbicapital.com and www.edelweissfin.com. Investors proposing to participate in the issue, should invest only on the basis of the information contained in the Prospectus with the Registrar of Companies, Maharashtra at Mumbai, BSE Limited and SEBI. Investors should note that investment in NCDs involves a high degree of risks and for details relating to the same, please refer to Draft Prospectus dated December 20, 2019, including the section on "Risk Factors" beginning on Page 15 of the Draft Prospectus dated

December 20, 2019.

For EDELWEISS FINANCE & INVESTMENTS LIMITED

Sd/-
Auhorised Signatory
Pooja Jayesh Doshi
Company Secretary and Compliance Officer

Place : Mumbai
Date : December 28, 2019