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ECL
Finance Ltd.

ECL FINANCE LIMITED

Our Company was incorporated on July 18, 2005 as a public limited company under the provisions of the Companies Act, 1956, as ECL Finance Limited and received the certificate for commencement of business on August 04, 2005. Registrar of Companies, Maharashtra, Mumbai, issued a certificate of incorporation of our Company dated July 18, 2005. Our Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). The Corporate Identification Number of our Company is U65990MH2005PLC154854.

Registered Office & Corporate Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai 400098, Maharashtra, India. **Tel:** +91 22 4009 4400; **Fax:** +91 22 4086 3759; **Website:** www.edelweissfin.com
For details of changes in Registered Office, see the section titled "History and certain other Corporate Matters" beginning on page no. 93 of the Prospectus.

Company Secretary and Compliance Officer: Mr. Tarun Khurana; **Tel.:** +91 22 4009 4400; **Fax:** +91 22 4086 3759; **E-mail:** eclncdipo@edelweissfin.com

Public Issue by ECL Finance Limited, ("Company" or "Issuer") of Secured Redeemable Non-Convertible Debentures of the face value of ₹1,000 each, ("NCDs"), aggregating upto ₹4,000 million, hereinafter referred to as the "Base Issue" with an option to retain over-subscription upto ₹4,000 million aggregating to a total of upto ₹8,000 million, hereinafter referred to as the "Overall Issue size" or as the "Issue".

The Issue is being made pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities), 2008, as amended (the "SEBI Debt Regulations").

Credit Rating CARE AA [Double A] [ICRA] AA (Stable)	Annualised Yield Upto 10.64%*	Allotment on First come First Serve Basis [#]	Minimum Application of Rs. 10,000/-
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*For detailed terms & conditions please refer to the Prospectus dated February 18, 2015. [#]Allotment shall be made in consultation with the BSE Limited ("BSE"), Designated Stock Exchange, on a first-come first-serve basis. For further details, see section titled "Issue Procedure – Basis of allotment" on page 210 of the Prospectus.

ISSUE CLOSES TODAY

Last date for submitting applications is March 02, 2015**

**Pursuant to the Prospectus dated February 18, 2015, the Issue opened on February 26, 2015 and was scheduled to close on March 16, 2015, with an option for early closure or extension by such period, as may be decided at the discretion of the Board or the duly authorised committee of the Board. Our Company has exercised the option of early closure and the IPO Debenture Committee has vide its resolution dated February 28, 2015 decided to close the Issue on Monday, March 2, 2015. In terms of the Prospectus the Company is giving this Public Notice for such early closure.

Promoter of the Company – Edelweiss Financial Services Limited

Content of the Memorandum of the Company as regards its objects: Investors are requested to refer to Clause III of the Memorandum of Association of the Company for the main objects and other objects of the Company. The Memorandum of Association of the Company is a material document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page no. 269 of the Prospectus. NCD's can be issued in Physical and Demat form

Liability of the members of the Company : Limited

Amount of share capital of the Company and capital structure :

The authorised, issued, subscribed and paid-up share capital of the Company as at the date of Prospectus is as follows :

Share Capital	In ₹
Authorised Share Capital	
6,700,000,000 Equity Shares of ₹1 each	6,700,000,000
4,000,000 Preference Shares of ₹10 each	40,000,000
Total Authorised Share Capital	6,740,000,000
Issued, Subscribed and Paid-up share capital	
1,891,848,462 Equity Shares of ₹1 each fully paid up	1,891,848,462
Total Issued, Subscribed and Paid-up share capital	1,891,848,462

Names of signatories to the Memorandum of Association of the Company and the number of shares subscribed 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 by them at the time of signing of the Memorandum of Association.

Name of Signatory	Number of equity shares of face value of ₹10 each
Mr. Ramesh Shah	1
Mr. Venkat Ramaswamy	1
Mr. Deepak Mittal	1
Mr. Shriram Iyer	1
Edelweiss Capital Limited Through Mr. Sanjay Tibrewala	99,994
Mr. Rajeev Mehrotra	1
Mr. Prasad Baji	1
Total	100,000

Listing: The NCDs offered through the Prospectus are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). BSE shall be the Designated Stock Exchange. Our Company has obtained 'in-principle' approval for the Issue from BSE & NSE vide their letter(s) both dated February 13, 2015 For further details, see "Terms of the Issue - Listing" on page 212 of the Prospectus.

Disclaimer clause of BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The Investors are advised to refer to the Prospectus for the full text of the "Disclaimer clause of BSE Limited"

Disclaimer clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the 'Disclaimer Clause of NSE'.

Disclaimer clause of use of NSE electronic platform: It is to be distinctly understood that the permission given by NSE to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by ECL Finance Limited, Lead Managers, etc. is cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Disclaimer clause of RBI: The Company is having a valid Certificate of Registration dated April 24, 2006 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits / discharge of liabilities by the Company.

Credit Rating: The NCDs proposed to be issued under this Issue have been rated 'CARE AA' [Double A] by CARE for an amount of up to ₹8,000 million vide its letters dated January 08, 2015 and January 19, 2015 and '[ICRA] AA (Stable)' by ICRA for an amount of up to ₹8,000 million vide its letter dated January 15, 2015. The rating by CARE was subsequently revalidated vide letters dated January 22, 2015 and February 05, 2015 and the rating by ICRA was revalidated vide letter dated January 22, 2015. The rating of NCDs by CARE indicates instruments with this rating are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The rating of NCDs by ICRA indicates instruments with this rating are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The ratings provided by CARE and/or ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own investment decisions.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	
<p>Axis Capital Limited Axis House, Level 1, C-2 Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025, Maharashtra, India Tel.: +91 22 4325 2525 Fax: +91 22 4325 3000 Email: ec.ncd@axiscap.in Website: www.axiscap.in Investor Grievance email: complaints@axiscap.in Contact Person: Simran Gadh Compliance Officer: M Natarajan SEBI Regn. No.: INM000012029</p>	<p>Edelweiss Financial Services Limited* 14th floor, Edelweiss House, Off CST Road, Kalina, Mumbai 400 098, Maharashtra, India Tel: +91 22 4086 3535 Fax: +91 22 4086 3610 Email ID: ec.ncd@edelweissfin.com Website: www.edelweissfin.com Investor Grievance email: customerservice.mb@edelweissfin.com Contact Person: Lokesh Singhi Compliance Officer: B Renganathan SEBI Regn. No.: INM0000010650</p>	<p>Link Intime India Private Limited C- 13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078, Maharashtra, India Tel: +91 22 61715400; Fax: +91 22 2596 0329 Email: ec13.ncd@linkintime.co.in Investor Grievance email: ec13.ncd@linkintime.co.in Website: www.linkintime.co.in Contact Person: Dinesh Yadav SEBI Regn. Number: INR000004058 CIN: U67190MH1999PTC118368</p>	<p>Axis Trustee Services Limited*** 2nd floor, Axis house, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Mumbai 400 025, Maharashtra, India Tel: +91 22 2425 5206; Fax: +91 22 2425 4200 Email: debenturetrustee@axistrustee.com Investor Grievance email: complaints@axistrustee.com Website: www.axistrustee.com Contact Person: Jayendra Shetty SEBI Regn. No.: IND000000494</p>

* Edelweiss Financial Services Limited (EFSL) is the Promoter of our Company. As EFSL is the holding company of our Company and there are common directors between EFSL and our Company, EFSL is deemed to be our associate as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). EFSL will sign the due diligence certificate. Further, in compliance with the provisions of Regulation 21A (1) and explanation to Regulation 21A (1) of the Merchant Bankers Regulations, EFSL would be involved only in marketing of the Issue.

*** Axis Trustee Services Limited pursuant to regulation 4(4) of SEBI Debt Regulations has by its letter dated January 23, 2015 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue. For further details please refer to "General Information- Debenture Trustee" on page 3 of the Prospectus.

Company Secretary and Compliance Officer: Mr. Tarun Khurana, Edelweiss House, Off. C.S.T Road, Kalina, Mumbai – 400098, Maharashtra, India, E-mail: eclncdipo@edelweissfin.com, Tel.: +91 22 4009 4400
Fax: +91 22 4086 3759 **Website:** www.edelweissfin.com. Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refund orders or interest on application money.

Capitalised terms not defined herein shall have the same meaning assigned to such terms in the Prospectus dated February 18, 2015.

Attention Investors: "The Reserve Bank of India has issued standard operating procedure in terms of paragraph 2(a) of RBI circular number DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and Non-CTS 2010 instruments in the three CTS grid locations. As per this circular, processing of non-CTS cheques shall be done only on three days of the week. SEBI Circular No.CIR/CFD/DIL/1/2011 dated April 29, 2011, stipulating the time between issue closure and listing at 12 Working Days. In order to enable compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non-CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond 6 Working Days from the date of the closure of the Issue, in terms of the aforesaid SEBI Circular."

ECL Finance Limited is subject to market conditions and other considerations, proposing a public issue of Secured Redeemable Non-Convertible Debentures and has filed the Prospectus with the Registrar of Companies - Maharashtra, Mumbai, BSE Limited, National Stock Exchange of India Limited and Securities and Exchange Board of India (for record purposes). The Prospectus is available on our website at www.edelweissfin.com, on the website of the stock exchange at www.bseindia.com and www.nseindia.com and the respective websites of the LMs at www.axiscap.in and www.edelweissfin.com. Please see section entitled "Risk Factors" beginning on page no. xi of the Prospectus for risk in this regard.