

EEL/Sec/2023-24/26

August 3, 2023

BSE Limited P J Towers, Dalal Street, Fort, Mumbai – 400 001.

Dear Sir/Madam,

# **Sub: Outcome of Board Meeting**

In accordance with the provisions of Regulation 52 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), we would like to inform you that the Board of Directors of the Company (the Board) at its Meeting held today, has *inter alia* approved the unaudited Standalone Financial Results of the Company for the first quarter ended June 30, 2023.

The copies of the aforesaid Results together with the Limited Review Report issued by the Auditors of the Company are enclosed. The Auditors have issued an unmodified opinion on the Results.

Further, please also find enclosed the following:-

- i) Statement of utilisation of proceeds for the quarter ended June 30, 2023 pursuant to Regulation 52(7) of the Listing Regulations; and
- ii) Security Cover Certificate pursuant to Regulation 54 of the Listing Regulations.

The meeting of the Board commenced at 10.45 a.m. and concluded at 12.10 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully, For Edel Finance Company Limited

TARUN Digitally signed by TARUN KHURANA
KHURANA Date: 2023.08.03
12:26:14 +05'30'

Tarun Khurana Company Secretary

Encl.: as above

**Edel Finance Company Limited** 

Corporate Identity Number: U65920MH1989PLC053909

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098. Tel No.: +91 22 40795199

Email: cs@edelweissfin.com Website: www.edelfinance.edelweissfin.com



Independent Auditor's Review Report for the quarter ended unaudited standalone financial results of the Company pursuant to Regulation 52(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Board of Directors
Edel Finance Company Limited

- 1. We have reviewed the accompanying statement of unaudited standalone financial results of Edel Finance Company Limited (the "Company") for the quarter ended June 30, 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
- 2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS 34 prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Dhiraj and Dheeraj Chartered Accountants ICAI Firm Registration Number: 102454W

SHAILENDR Digitally signed by SHAILENDRA DADHICH A DADHICH CHAILENDRA DADHICH A DADHICH DADHIC

UDIN: 23425098BGWWWW8583

Place: Mumbai Date: August 3, 2023



#### Standa one financial results for quarter ended June 30, 2023

(₹ in Crores)

		Quarter Ended				
Particulars	June 30, 2023 (Unaudited)	March 31, 2023 (Audited) (Refer note 7)	June 30, 2022 (Unaudited)	March 31, 2023 (Audited)		
1 Revenue from operations						
(a) Interest income	29.08	30,71	8,28	66,26		
(b) Fee and commission income	-	-	-	0.01		
(c) Net gain / (loss) on fair value changes	1.91	179.70	7.65	191.63		
Total revenue from operations	30,99	210,41	15,93	257.90		
2 Other income	-	7.57	44.89	52.69		
3 Total Income (1+2)	30.99	217.98	60.82	310.59		
4 Expenses						
(a) Finance costs	89.97	63.68	54.54	218.49		
(b) Impairment on financial instruments	(2.30)	2.04	0.31	3.08		
(c) Employee benefits expense	0.06	0.12	0.04	0.27		
(d) Depreciation and amortisation expense	0.00	-	-	0.01		
(e) Other expenses	0.83	1.10	0.60	2.46		
Total expenses	88.56	66.94	55.49	224,31		
5 Profit / (Loss) before tax (3-4)	(57,57)	151,04	5,33	86,28		
6 Tax expense						
Current tax	-	-	-	-		
Deferred tax	(39.98)	37.97	0.49	20.88		
7 Net Profit / (Loss) for the period (5-6)	(17.59)	113.07	4.84	65.40		
8 Other Comprehensive Income / (Loss)	-	0.01	-	0.01		
9 Total Comprehensive Income / (Loss) (7+8)	(17,59)	113,08	4,84	65,41		
10 Earnings Per Share (₹) (Face Value of ₹ 100/- each)						
- Basic (Refer note 5)	(1.91)	15.62	0.67	9.04		
- Diluted (Refer note 5)	(1.91)	15,62	0.67	9.04		

#### Notes:

- 1. Edel Finance Company Limited (the 'Company' / 'EFCL') has prepared unaudited financial results (the 'Statement') for the quarter ended June 30, 2023 in accordance with Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations, 2015') and the Accounting Standards specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and the relevant provision of the Companies Act, 2013, as applicable.
- The above financial results of the Company for the quarter ended June 30, 2023 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on August 3, 2023.
- The above financial results of the Company for the quarter ended June 30, 2023 have been subjected to limited review by the Statutory Auditors of the Company and the auditors have issued an unmodified review report.
- 4. The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact, if any, and account for the same once the rules are notified and become effective.
- 5. Earnings per share for the quarter ended June 30, 2023, March 31, 2023 and June 30, 2022 are not annualised.
- 6. "Nuwama Clearing Services Limited ("NCSL") (Formerly known as Edelweiss Custodial Services Limited), an erstwhile associate of the Edelweiss Financial Services Company Limited (EFSL) challenged an order, by an investigating agency, marking lien on its clearing account, before the 47th Additional Chief Metropolitan Magistrate Court, Mumbai ("ACMM"). Since the investigation against Anugrah Stock and Broking Pvt. Ltd. ("trading member"), for which NCSL was a clearing member, is still under process, the said Court contended that it had no objection to setting aside the lien order, upon NCSL providing an undertaking to keep sufficient assets unencumbered. The above case which is pending for hearing before ACMM, has now been transferred to the City Civil & Sessions Court under Maharashtra Protection of Interest of Depositors (In Financial Establishments) Act, 1999 (MPID). During the quarter ended March 2023, hearing has happened with Securities Appellate Tribunal with respect to NSCL's application made to SAT for challenging NCL's perverse order against NCSL; and the said hearing has been concluded and for which no order or further directions from SAT have yet been received. There is no further update on this matter during the quarter.

On behalf of NCSL, the Company has provided the undertaking to keep sufficient unencumbered assets amounting to ₹ 195 crores belonging to the Company and the said lien has been set aside.

The Company has been represented by NCSL that it has acted in accordance with the agreement entered with the trading member and in accordance with applicable laws and regulations. Accordingly, there is no adjustment required in the financial results for the quarter ended June 30, 2023.

- 7. The results for the quarter ended March 31, 2023 is the balancing figures between audited figures in respect of full financial year and the published year to date figures up to the nine months ended December 31, 2022. The figures up to the nine months period ended December 31, 2022 were subject to limited review by the Statutory Auditors of the Company.
- 8. Figures for the previous period/ year have been regrouped/ reclassified wherever necessary to confirm to current period/ year presentation.

For and on behalf of the Board of Directors

ANANYA Digitally signed by ANANYA SUNEJA Date: 2023.08.03 11:25:50 +05'30'

Ananya Suneja Executive Director & CFO DIN: 07297081 Registered Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098

Tel: +91-22-40094400 Fax: +91-22-40863610

Website: https://edelfinance.edelweissfin.com/



## **Annexure**

- i) Pursuant to Regulation 54 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we would like to state that all secured & redeemable debt securities issued by the Company and outstanding as on June 30, 2023 are fully secured by pari passu charge on the mortgaged premises and on receivables and listed / unlisted holdings, investments of the Company. Accordingly, the Company is maintaining asset cover of 1x or such higher asset cover required as per the terms of offer document/ Information Memorandum and additional security clause.
- ii) Information as required pursuant to Regulation 52 (4) of SEBI (Listing Obligations and Disclosures Requirements)
  Regulations, 2015

		Quarter ended	Year ended	
	Particulars	June	March	
		30, 2023	31, 2023	
		(Unaudited)	(Audited)	
_	Debt a militar makin (Defend make 4)	1.00	4.70	
	Debt-equity ratio (Refer note 1)	1.93	1.76	
2	Net worth (Rs. in Crores) (Refer note 2)	1,505.92	1,523.52	
3	Debt Service Coverage Ratio (DSCR) (Refer note 3)	NA	NA	
4	Interest Service Coverage Ratio (ISCR) (Refer note 3)	NA	NA	
5	Outstanding redeemable preference shares (no.of shares)	Nil	Nil	
6	Capital redemption reserve (Rs. in Crores)	8.43	8.43	
7	Debenture redemption reserve (Refer note 4)	Nil	Nil	
8	Net profit/ (loss) after tax (Rs.in Crores)	(17.59)	65.40	
9	Earnings Per Share (₹) (Face Value of ₹ 100/- each)			
	- Basic	(1.91)	9.04	
	- Diluted	(1.91)	9.04	
10	Total debt to Total assets (%) (Refer Note 5)	65.73%	63.62%	
11	Sector specific relevant ratios			
	a) Investments & loans to group companies as a proportion of Net Assets (%)	90.45%	90.06%	
	b) Investments in equity shares and compulsorily convertible instruments of group companies as a proportion of Net Assets (%)	75.35%	60.06%	
	c) Capital Adequacy Ratio (%) [Adjusted Net worth / Risk Weighted Assets]	30.47%	33.25%	
	d) Leverage Ratio (Times) [Outside liabilities / Adjusted Networth]	2.31	2.03	

## Notes:

- Debt-equity Ratio = Total debt (Debt securities + Borrowings (other than debt securities) + Subordinated liabilities) / Net worth
- 2 Net worth = Equity share capital + Instruments entirely equity in nature + Other equity
- 3 The Company, being Core Investment Company (CIC), this disclosure is not applicable pursuant to Regulation 52 (4) of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015.
- 4 As per Rule 18(7)(b)(ii) of the Companies (Share Capital and Debentures) Rules, 2014 the Company, being Core Investment Company (CIC), is not required to create debenture redemption reserve in respect of privately placed debentures.
- 5 Total debt to Total assets = (Debt securities + Borrowings (other than debt securities) + Subordinated liabilities) / Total assets
- 6 Current ratio, Long term debt to working capital, Bad Debts to account receivables ratio, Current liability ratio, Debtors turnover, Inventory turnover, Operating margin (%) and Net profit margin (%) are not applicable owing to the business model of the Company.



	STATEMENT OF DEVIATION OR VARIATION	TATION OR V	'ARIATION			
Name of listed entity		H	Edel Finance Company Limited	npany Li	mited	
Mode of Fund Raising		Z	Not Applicable			
Type of instrument		N	Not Applicable			
Date of Raising Funds		Z	Not Applicable			
Amount Raised		<u>Z</u>	Nil			
Report for quarter ended		ı[	une 30, 2023			
Is there a Deviation / Variation in use of funds raised?	raised?	<u>Z</u>	No			
Whether any approval is required to vary the objects of the issue stated in the prospectus/offer document?	jects of the issue stated in the pros	,	Not Applicable			
If yes, details of the approval so required?		Z	Not Applicable			
Date of approval		<u>Z</u>	Not Applicable			
Explanation for the Deviation / Variation		Z	Not Applicable			
Comments of the audit committee after review		Z	Not Applicable			
Comments of the auditors, if any		Z	Not Applicable			
Objects for which funds have been raised and where there has been a deviation, in the Refer below table following table	ıd where there has been a devia	ation, in the R	efer below table			
00			, ,,,	,		,
Original Objects	Modified Objects, if any	Original Allocation	Modified allocation, if any	Funds Utilised I	Funds  Utilised Deviation/Variation for the half year according to applicable object  (INR Crores and in %)	Remarks, if any
ı	-	٠	1		1	ı
Deviation could mean:  (a) Deviation in the objects or purposes for which the funds have been raised  (b) Deviation in the amount of funds actually utilized as against what was originally disclosed.	which the funds have been raised ly utilized as against what was orig	ginally disclose	ed.			
TARUN PITARUN KHURANA KHURANA KHURANA KHURANA KHURANA 122254 +0530						
Name of signatory: Tarun Khurana						
gnation						
Date : August 3, 2023						



Independent Auditor's Report on Security Cover and Compliance with Financial Covenants as at June 30, 2023 under Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for submission to SBICAP Trustee Company Limited, Beacon Trusteeship Limited and Catalyst Trusteeship Limited (the 'Debenture Trustees')

To, The Board of Directors Edel Finance Company Limited, Edelweiss House, Off CST Road, Kalina, Mumbai – 400098.

- 1. This Report is issued in accordance with the terms of the service of master engagement agreement dated November 29, 2021 between Dhiraj & Dheeraj ("we" or "us") and Edel Finance Company Limited (the "Company").
- 2. We Dhiraj & Dheeraj, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying Statement showing 'Security Cover as per the terms of the Debenture Trust Deed/ Information Memorandum and Compliance with Financial Covenants' for non-convertible debt securities as at June 30, 2023. (hereinafter the "Statement") which has been prepared by the Company as prescribed by Securities and Exchange Board of India (SEBI) circular dated November 12, 2020, as amended, from the Unaudited financial results and other relevant records and documents maintained by the Company for the Quarter ended June 30, 2023. pursuant to the requirements of the Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter the "SEBI Regulations").

This Report is required by the Company for the purpose of submission with SBICAP Trustee Company Limited, Beacon Trusteeship Limited and Catalyst Trusteeship Limited (hereinafter the 'Debenture Trustees') of the Company to ensure compliance with the SEBI Regulations in respect of its non-convertible debt securities ('Debentures'). The Company has entered into agreement with the Debenture Trustees vide agreements dated as mentioned in the Statement in respect of such Debentures.

# Management's Responsibility

- 3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 4. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the financial covenants as prescribed in the Debenture Trust Deeds entered into between the Company and the Debenture Trustees ('Trust Deeds')/Information Memorandum.

## **Auditor's Responsibility**

- 5. It is our responsibility is to provide limited assurance as to whether:
  - (a) the Company has maintained security cover as per the terms of the Information memorandum/Trust Deeds; and
  - (b) the Company is in compliance with all the financial covenants as mentioned in the Trust Deeds as on June 30, 2023.
- 6. We have performed review of the financial results of the Company for the quarter ended June 30, 2023, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an review conclusion dated August 3, 2023. Our review of such Financial Results was conducted in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
- 10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
  - a) Obtained and read the Trust Deeds/Information Memorandum and noted the asset security cover required to be maintained by the Company.
  - b) Traced and agreed the principal amount of the non-convertible debt securities outstanding as on June 30, 2023. to the unaudited financial results and books of account maintained by the Company as on June 30, 2023.
  - c) Obtained and read the list of security cover in respect of non-convertible debt securities outstanding as per the Statement. Traced the value of assets from the Statement to the unaudited financial results and books of accounts maintained by the Company as on June 30, 2023.
  - d) Obtained the list of security created in the register of charges maintained by the Company and 'Form No. CHG-9' filed with Ministry of Corporate Affairs ('MCA'). Traced the value of charge created against Assets to the Asset Cover in the attached Statements.
  - e) Obtained the list and value of assets placed under lien or encumbrance for the purpose of obtaining any other loan and determined that such assets are not included in the calculation of Security Cover in respect of non-convertible debt security.
  - f) Examined and verified the arithmetical accuracy of the computation of Security Cover, in the accompanying Statement.
  - g) Compared the Security Cover with the Security Cover required to be maintained as per Trust Deeds/Information Memorandum.

- h) With respect to compliance with financial covenants, we have performed following procedures:
  - (i) Obtained the copies of bank statements and traced the date of repayment of principal and interest due on sample basis during the period April 1, 2023 to June 30, 2023.
  - (ii) We have verified the compliance of financial debt covenants as per the Trust Deeds/Information Memorandum till date of this certificate. With respect to the financial covenants for the quarter ended June 30, 2023. for which due date is after the date of this certificate, management has represented to us that the same shall be duly complied with within the due date; and
  - (iii) Performed necessary inquiries with the management regarding any instances of noncompliance of covenants during the Quarter ended June 30, 2023.
- i) With respect to covenants other than those mentioned in paragraph 10(h) above, the management has represented and confirmed that the Company has complied with all the other covenants including affirmative, informative, and negative covenants, as prescribed in the Trust Deeds/Information memorandum, as at June 30, 2023. We have relied on the same and not performed any independent procedure in this regard.
- j) Performed necessary inquiries with the Management and obtained necessary representations.

#### Conclusion

Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that:

- a. The Company has not maintained security cover as per the terms of the Trust deeds/ Information memorandum; and
- b. The Company is not in compliance with all the financial covenants as mentioned in the Trust deeds/ Information memorandum as on June 30, 2023.

### Restriction on Use

The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustees and is not to be used or referred to for any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For Dhiraj & Dheeraj Chartered Accountants ICAI Firm Registration Number: 102454W

SHAILEND Digitally signed by SHAILENDRA DADHICH
DADHICH Date: 2023.08.03
12:25:34 +05:30'

Shailendra Dadhich

Partner

Membership Number: 425098 UDIN: **23425098BGWWWX5657** Place of Signature: Mumbai Date: August 03,2023

ssu charge from a popicable session in a popicable sestiviti DSRA mark applicable)  Relating to Colf	r Phange For Eg. Batelswiii DSRA market val applicable)  Relating to Column F	0.08	or hair applicable or the strength of the stre	Disselving Posselving Part applicable passelving Posselving Cochum F Relating to Column F Posselving Cochum F Posselving Cochu			
value is not applicable) Relatin							
	200.						
	3.85	(6)	3,62	3,62	3.62	3,62	3,62
	226						
	se Xes	K Kes	X Kes	se ×	Ϋ́es	se ×	, √es
	74.8		Investments 74.81		te iii		<u></u>
Investme	111				<del> </del>	<del> </del>	Loans Trade Receivables Cash and Cash Equivalents Bank Balances other than Cash and Cash Equivalents Others Total  LIABILITIES Debt securities to which this certificate pearlans Other debt sharing par-passu charge with above debt Other Debt Subordinated debt Borrowings Bank Debt Securities Other Debt Cuthers Trade payables Lease Liabilities Provisions Others

For the purpose of Asset Coverage Ratio (\*ACR), Investment valued at Rs, 264.27 crores (as per valuation certificate dated June 30, 2023) is specifically charged against private NCD of Rs, 200 crores. However, total assets stated above are restricted to the extent of minimum-security coverage required under Debenture trust deed.

The assets are secured to the extent required to maintain the agreed Security Cover in respect of the Debentures. Accordingly, total asset is derived by taking into consideration the required security cover mentioned in the respective Debenture Trust Deed/ Information Memorandum.