

ERCSL/Sec/2023-24/27

August 2, 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 (the Board) of the Company 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.

A copy 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 utilization 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 4:45 p.m. and concluded at 6:35 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Rural & Corporate Services Limited

Chirag Shah Company Secretary

Encl.: as above



12th Floor, The Ruby 29 Senapati Bapat Marg Dadar (West) Mumbai - 400 028, India

Tel: +91 22 6819 8000

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to The Board of Directors Edelweiss Rural & Corporate Services Limited

- We have reviewed the accompanying statement of unaudited standalone financial results of Edelweiss Rural & Corporate Services 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
- 2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "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 and in compliance with Regulation 52 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. 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 Indian Accounting Standards ('Ind AS') specified 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 S.R. BATLIBOI & Co. LLP
Chartered Accountants

ICAI Firm registration number: 301003E/E300005

SHRAWAN
BHAGWATI JALAN
BHAGWATI JALAN
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BHAGWATI JALAN
Div. cn=SHRAWAN BHAGWATI
JALAN, c=IN, c=Personal, email=
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Date: 2023.08.02 18:39:21 +05'30'

per Shrawan Jalan Partner

Membership No.: 102102

UDIN: 23102102BGXJIS7879

Place: Mumbai

Date: August 02, 2023

Corporate Identity Number-U45201TG2006PLC078157

Regd. Off: 2nd Floor, M.B. Towers, Plot No 5, Road No 2, Banjara Hills, Hyderabad-500034 Tel: +040-4031-6900



Financial Results for the quarter ended 30 June 2023

(Rs.In Crores)

			Year Ended		
	Particulars	June 30, 2023 (Unaudited)	March 31, 2023 (Audited)	June 30, 2022 (Unaudited)	March 31, 2023 (Audited)
1	Revenue from operations				
	(a) Interest income	29.05	23.76	69.89	177.86
	(b) Sale of Commodities	-	-	147.08	472.95
	(c) Rental income	6.28	8.82	8.07	35.54
	(d) Fee and commission income	14.92	15.14	24.05	78.33
	(e) Net gain / (loss) on fair value changes	24.81	(22.42)	(5.78)	(4.39)
	Total revenue from operations	75.06	25.30	243.31	760.29
2	Other income	0.03	0.74	38.93	40.92
3	Total Income (1+2)	75.09	26.04	282.24	801.21
4	Expenses				
	(a) Finance costs	51.77	63.43	102.30	325.42
	(b) Employee benefits expense	3.57	26.68	(3.84)	43.17
	(c) Purchase of commodities	-	-	147.00	472.65
	(d) Impairment on financial instruments	1.41	61.72	3.02	19.88
	(e) Depreciation and amortisation expense	5.03	28.50	5.85	46.36
	(f) Other expenses	11.07	18.66	15.56	69.04
	Total expenses	72.85	198.99	269.89	976.52
5	Profit / (Loss) before tax (3-4)	2.24	(172.95)	12.35	(175.31)
6	Tax expense				
	Current tax	-	-	-	-
	Deferred tax	-	13.13	(2.45)	21.55
7	Net Profit / (Loss) for the period (5-6)	2.24	(186.08)	14.80	(196.86)
8	Other Comprehensive Income	-	(0.27)	-	(0.27)
9	Total Comprehensive Income (7+8)	2.24	(186.35)	14.80	(197.13)
10	Earnings Per Share (₹) (Face Value of ₹ 10/- each)				
	- Basic (Refer Note 8)	0.31	(25.74)	2.05	(27.23)
	- Diluted (Refer Note 8)	0.31	(25.74)	2.05	(27.23)

- Edelweiss Rural & Corporate Services Limited (the 'Company') has prepared 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.
- 2 The above financial results of the Company are reviewed and recommended by the Audit Committee and have been approved by the Board of Directors at its meeting held on August 02, 2023.
- 3 The above financial results 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 Nuvama Clearing Services Limited ("NCSL"), 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. 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 pending for hearing before ACMM, has now been transferred to the City Civil & Sessions Court under the Maharashtra Protection of Interest of Depositors (In Financial Establishments) Act, 1999 (MPID).

Various Arbitration/Writ Petitions have been filed before the Hon'ble Bombay High Court ("Hon'ble Court") by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. Some of the Writ Petitions have been tagged together and common orders have been passed to be heard together. The matters are under process for further hearing. Further, various FIR/Complaints have been filed before EOW at various jursidictions by various end clients of Anugrah against Anugrah and its associates. NCSL has been made party to the same. The investigation are under process and NCSL is providing relevant documents/clarifications to the investigating authorities as and when called for.

NSE Clearing Ltd (NCL) had conducted an inspection in the matter of trading member Anugrah Share & Brokers Pvt Ltd (Anugrah) and issued a show-cause notice to NCSL. The MCSGF Committee of NCL has directed NCSL to adhere to instructions of National Stock Exchange / NCL. NCSL filed an appeal against the impugned order with SAT and SAT by its order had granted a stay on the matter.

During the quarter ended March 2023, hearing has happened with Securities Appellate Tribunal ("SAT") with respect to the application made to SAT for challenging the 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 Rs. 92 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 of the Company for the quarter ended June 30, 2023.

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- The Income Tax Authorities (" the Department") had conducted a search under section 132 of the Income Tax Act, 1961 on the premises of the Company during March 2023. The Company had provided the requisite details which were sought by the income tax authorities during the course of the search. Subsequently, the Company has received summons under section 131 (1A) of the Income Tax Act, 1961 seeking certain data/information, which the Company has responded. The Company confirms that neither the Department has raised any tax demand nor the Company has admitted any tax liability. Further, no proceeding or assessment orders have been issued post the search conducted by the Department. While uncertainty exists regarding the outcome of the proceedings by the Department, the Company is extending its full cooperation with the concerned income tax authorities and based on current internal assessment management is of the view that this will not have any impact on the Company's financial results for the quarter ended June 30, 2023.
- The net profit of the Company for the guarter ended June 30, 2023 stands at Rs. 2.24 crores and the net loss for the year ended 31 March 2023 was Rs. 196.86 crores. Management assessments of stress testing included recoveries from sale of its investments, scheduled recovery from group company receivables, expected borrowing and future cash flows that will be generated from operations. Basis this expected cumulative assets maturing in the next one year are Rs. 445 crores and cumulative liabilities maturing in the next one year are Rs. 546 crores. Edelweiss Financial Services Limited (the 'Ultimate Holding Company') and Edel Finance Company Limited (the 'Holding Company') have represented that they will continue to provide operating and financial support to the Company and Ultimate Holding Company and Holding company have sufficient financial resources to provide support as and when necessary.

The Board of Directors have approved the business plan, the liquidity, asset liability management of the Company and the ultimate holding company has also given support letter to the Company in order to meet the shortfall in its fund requirements over borrowings and other liabilities including loans from other group companies (if any), for a period of not less than 12 months from the date of financial closure of accounts of the Company for the quarter ended June 30, 2023. Based on business plan, the liquidity, asset liability management of the Company and support letter from Ultimate Holding Company, the management believes that the Company will be able to operate as going concern, pay its obligations as and when these become due in the next one year.

- During FY 2021-22, the Company had paid additional Floor Space Index ('FSI') charges amounting to Rs. 39.15 crores to Municipal Corporation of Greater Mumbai ('MCGM') for floors owned by Company in Edelweiss House. This amount was capitalized and depreciation amounting to Rs. 14.95 crores had been charged in FY2021-22. Awaiting approval from MCGM, during the quarter ended March 31, 2023, the Company has recorded accelerated depreciation on the remaining book value of Rs. 22.7 crores. There is no update during the quarter ended June 30, 2023.
- Earnings per share for the quarters ended 30 June 2023, 31 March 2023 and 30 June 2022 are not annualised.
- Debt securities issued by Edelweiss Financial Services Limited ("EFSL") with outstanding amount of Rs. 791.51 crores are secured by the pledge of compulsorily convertible debentures (CCDs) of Rs 900 crores issued by the Company. These CCDs are held by Edel Finance Company Limited (EFCL), subsidiary of Edelweiss Financial Services Limited. This pledge is created pursuant to the securities pledge agreement entered by EFSL, EFCL and the Debenture trustee dated February 23, 2023 and January 20, 2023 respectively.

Further, Debt securities issued by Edelweiss Financial Services Limited of Rs. 224.96 crores are exclusively secured by loans amounting to Rs. 240 crores given to the

- 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 13 November 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
- 11 During the quarter ended 30 June 2023, employee benefits expense includes a reversal of bonus provision of Rs.6.4 crores.
- As at June 30, 2023, the company has provided corporate guarantees of Rs. 553.09 crores and these have not been invoked by any ultimate lenders. Accordingly, there is no impact required to be recorded in the books of the Company.
- The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the nine months ended December 31, 2022.
- 14 Figures for the previous period/year have been regrouped / reclassified wherever necessary to conform to current period's presentation.

For and on behalf of the Board of Directors of **Edelweiss Rural & Corporate Services Limited**

RAVINDRA Digitally signed by RAVINDRA BABAN DHOBALE Date: 2023.08.02 18:14:31 +05'30'

Ravindra Dhobale

Executive Director & Chief Financial Officer DIN No :05147051

Mumbai, August 02,2023

Corporate Identity Number-U45201TG2006PLC078157

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Annexure A

- (i) Pursuant to Regulation 52(7) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that issue proceeds of Non-Convertible Debentures (NCDs) issued by the Company and outstanding as on June 30, 2023 are being utilized as per the objects stated in the offer document. Further, we also confirm that there have been no deviations in the use of proceeds of issue of NCDs from the objects stated in the offer document.
- (ii) Pursuant to Regulation 54 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we would like to state that all secured Non-Convertible Debentures (NCDs) issued by the Company and outstanding as on June 30, 2023 are fully secured by way of mortgage of identified immovable property as stated in the respective debenture trust deed(s) and/or by way of charge/ hypothecation of book debts/loan receivables or both, on first pari-passu basis, to the extent stated in the respective information memorandum. Accordingly, the Company is maintaining asset cover of 1.1x or such higher asset cover required as per the terms of offer. document/Information Memorandum.
- (iii) Information as required pursuant to Regulation 52 (4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

	Quarter Ended	Year Ended 31 March 2023	
Particulars	30 June 2023		
1 Debt-Equity Ratio (Refer Note 1)	4.26	5.10	
2 Net worth (Rs in Crores) (Refer note 2)	435.00	432.56	
3 Debt Service Coverage Ratio (Refer note 3)	0.76	0.13	
4 Interest Service Coverage Ratio (Refer note 4)	2.41	0.46	
5 Outstanding redeemable preference shares (no.of shares)	22,045,000	22,045,000	
6 Outstanding redeemable preference shares capital (Rs.in Crores)	44.53	44.71	
7 Capital redemption reserve (Rs.in Crores)	3.00	3.00	
8 Debenture redemption reserve (Rs.in Crores)	120.21	120.21	
9 Net profit / (loss) after tax (Rs.in Crores)	2.24	(196.86	
10 Earnings Per Share Rs. (Face Value of Rs. 10/- each)			
-Basic	0.31	(27.23)	
- Diluted	0.31	(27.23)	
11 Total debt to Total assets (%) (Refer Note 5)	79.44%	81.79%	

Notes:

- 1 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 DSCR = Profit before interest and tax / (Interest expense + Principal repayment in next six months)
- 4 ISCR = Profit before interest and tax / Interest expense
- 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 and Operating margin (%), Net Profit Margin (%) are not applicable owing to the business model of the company.

Annexure B - Security Cover

Annexure B - Security Cover	Column B									21 11					
Column A	Column B	Column c1	Column	Colum n _E	Column _F	Column	Column H	Column	Column J	Column K	Column L	Column M	Column N	Column O	Column P
Particulars		Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Debt not backed by any assets offered as security	Assets not offered as Security	Eliminati on (amount in negative	(Total C to J)	Related to only those items covered by this cer		ered by this certifica	ate***	
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari- passu charge)	Other assets on which there is pari- Passu charge (excludin g items covered in column F)			debt amount considere d more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value of re-exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, OSRA market value is not applicable)	Market Value for Pari passu charge Assets**	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value(=K+L+M + N+O)
		Book	Book	Yes/ No	Book	Book							'	Relating to Column	
		Value	Value	100,140	Value	Value									
ASSETS															
Property, Plant and Equipment	Property	200.46	-	Yes	-	-		171.97	-	372.43	660.18	-	-	-	660.18
Capital Work-in- Progress		-	-	-	-	-		-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-		-	-	-	-	-	-	-	-
Goodwill		-	-	-	-	-		-	-	1	-	-	-	-	-
Intangible Assets		-	-	-	-	-		0.89	-	0.89	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-		0.18	-	0.18	-	=		-	-
Investments		-		-	-	-		1,191.31	-	1,191.31	-	-	-	-	-
Loans	Receivables	-	-	Yes	23.06	-		342.16	-	365.22	-	=	23.06	-	23.06
Inventories		-	-	-	-	-		-	-	1	-	-	-	-	-
Trade Receivables		-	-	-	-	-		34.80	-	34.80	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	-		37.98	-	37.98		-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-	-	-	-		43.09	-	43.09	-	-	-	-	-
Others		-	-	-	-	-		286.66	-	286.66	-	-	-	-	-
Total		200.46			23.06			2,109.03	-	2,332.56	660.18	-	23.06		683,24
								,		,					
LIABILITIES															
Debt securities to which this certificate pertains**		600.16	-	Yes	20.97	-		=	-	621.13	600.16	-	20.97	-	621.13
Other debt sharing pari-passu charge with above debt				-		-		-	-	1	-	-	-	-	-
Other Debt			-	-	-	-	780.40	-	-	780.40	-	-	-	-	-
Subordinated debt			-	-	-	-	44.53	-	-	44.53	-	-	-	-	-
Borrowings			-	-	-	-	419.86	-	-	419.86	-	-	-	=	-
Bank			-	-	-	-		-	-	-	-	-	-	-	-
Debt Securities				-	-	-		-	-	-	-	-	-	-	-
Others			-	-	-	-		-	-	-	-	-		-	-
Trade payables			-	-	-	-		18.89	-	18.89	-	-		-	-
Lease Liabilities			-	-	-	-		-	-	-	-	-	-	-	-
Provisions			-	-	-	-		0.72	-	0.72	-	-	-	-	-
Others			-	-	-	-		12.03	-	12.03	-	-	-	-	-
Total		600.16	-	-	20.97	-	1,244.79	31.64	-	1,897.56	600.16	-	20.97	-	621.13
Cover on Book Value*											-	-	-	-	-
Cover on Market Value											60.02	-	2.10	-	
Security Cover Ratio**					L						1.10	-	1.10		

^{*} For the purpose of Security Coverage Ratio ('SCR'), the fair value of the Investment Property i.e. Edelweiss House amounting to Rs. 746.20 crores (WDV Rs. 200.46 crores) has been considered. The fair value report of the property is submitted annually to relevant Trustees, implying that the fair value is considered for the purpose of SCR. This fair value is based on valuation done by an Independent Valuer as per the report dated May 2, 2023.

For and on behalf of the Board of Directors of Edelweiss Rural & Corporate Services Limited

^{**} Includes interest accrual of Rs. 1.13 crores

^{**}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.



	STATEMENT OF I	DEVIATION	N OR VARIATI	ON		, values pre				
Name of listed en	y	Edelweiss Rural & Corporate Services Limited								
Mode of Fund R	ng	Not applicable								
Type of instrume		Not applicable								
Date of Raising I	ds	Not applicable								
Amount Raised		Nil								
Report for the qu	er ended	June 30, 2023								
Is there a Deviat	/ Variation in use of funds raised?		No							
Whether any app prospectus/ offe	ral is required to vary the objects of the issue stated in ocument?	Not Applicable								
If yes, details of	approval so required?	Not Applicable								
Date of approval		Not Applicable								
Explanation for t	Deviation / Variation		Not Applicable							
Comments of the	dit committee after review		Not Applicable							
Comments of the	ditors, if any		Not Applicable							
Objects for which the following tab	nds have been raised and where there has been a de	viation, in								
Origina	bject Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation/Variation for the half year according to applicable object (INR Crores and in %)	Remarks, if any				
	-	-	=	-	-	-				
	: Company Secretary		nally disclosed.							

Edelweiss Rural & Corporate Services Limited Corporate Identity Number: U45201TG2006PLC078157

Registered Office: 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad 500 034 Tel No.: +91 40 40316900 Corporate Office: 4-A, 4th Floor, Emgeen Chambers, CST Road, Kalina, Santacruz (East), Mumbai - 400 098 Tel No.: +91 22 4079 5199

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