

PRESS RELEASE

TO DEBENTURE-HOLDERS OF EDELWEISS RETAIL FINANCE LIMITED
("ISSUER/TRANSFEROR") ISIN: INE528S07169

Ref No.: BTL/DT/25-26/12475

Date: September 16, 2025

Sub.: Intimation of approval on the Scheme of Amalgamation between Edelweiss Retail Finance Limited ("Transferor Company") and ECL Finance Limited ("Transferee Company") vide order dated September 12, 2025 passed by the Hon'ble NCLT, Mumbai.

This press release is being made in our capacity as the Debenture Trustee for senior, secured, rated, listed, redeemable, non-convertible debentures, issued by Edelweiss Retail Finance Limited, vide debenture trust deed dated March 18, 2024, and ISIN: INE528S07169.

The issuer vide their email dated September 13, 2025 has intimated us and made public disclosure in BSE & NSE with respect to the approval of the scheme of amalgamation by Hon'ble National Company Law Tribunal. Copy of such intimation along with the order passed by the Hon'ble NCLT is attached herewith as **Annexure-I** to this press release.

This is for the information of the debenture holders for whom we are acting as Debenture Trustees.

Thanks & Regards,
For Beacon Trusteeship Limited



Ritobrata Mitra
Vice President

Place: Mumbai



BEACON TRUSTEESHIP LIMITED

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 Email : contact@beacontrustee.co.in

Website : www.beacontrustee.co.in CIN : L74999MH2015PLC271288

Mumbai | Bengaluru | Ahmedabad | Pune | Kolkata | Chandigarh | Shimla (HP) | Patna | Delhi | Jaipur | Chennai | GIFT IFSC | Bhopal | Indore | Kochi | Nagpur | Bhubaneswar | Thiruvananthapuram | Lucknow | Hyderabad

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Date: September 13, 2025

To,
The Listing Department
BSE Limited
P.J. Towers,
Dalal Street
Fort, Mumbai – 400 001

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (E), Mumbai – 400 051

Madam/Dear Sir,

Sub.: Receipt of final order issued by Hon'ble National Company Law Tribunal in respect of Scheme of Amalgamation.

Ref.: Regulation 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

This is with reference to our intimation dated May 31, 2024, informing the Stock Exchange(s) about the decision of the Board of Directors of the Company approving the Scheme of Amalgamation between Edelweiss Retail Finance Limited (the "Transferor Company" or "Company") and ECL Finance Limited (the "Transferee Company") and their respective shareholders (the "Scheme") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, subject to receipt of applicable regulatory and other approvals.

Please note that the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai on September 12, 2025, has sanctioned the Scheme. A copy of the order approving the Scheme has been made available on the NCLT website on September 12, 2025 at nclt.gov.in and is enclosed herewith.

The Scheme will become effective once the certified order of the Hon'ble NCLT is received and filed by both the Companies with the Registrar of Companies, Mumbai.

We will intimate the Stock Exchange(s) about the effective date of the Scheme.

We request you to take the aforesaid on records.

Thanking you,

Yours Faithfully,
For Edelweiss Retail Finance Limited

Reema
Kiritkumar
Shah

Digitally signed
by Reema
Kiritkumar Shah
Date: 2025.09.13
14:29:08 +05'30'

Reema Shah
Company Secretary

Encl.: As above.

Edelweiss Retail Finance Limited

Corporate Identity Number: U67120MH1997PLC285490

Registered Office : Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kiro Road, Kurla (west), Mumbai – 400070, Maharashtra; ☎ +91 22 4272 2200

Email : assistance@ecf.com Web : www.edelweissretailfin.com



**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-I**

C.P. (CAA) NO. 152/MB/2025

IN

C.A. (CAA) NO. 86/MB/2025

In the matter of the Companies Act, 2013

AND

*In the matter of Sections 230 to 232 and
other applicable provisions of the Companies
Act, 2013 read*

*with Companies (Compromises,
Arrangements and Amalgamations) Rules,
2016*

AND

*In the matter of Scheme of Amalgamation
between Edelweiss Retail Finance Limited
(‘ERFL’ or ‘Transferor Company’ or ‘First
Petitioner Company’); and*

*ECL Finance Limited (‘ECLF’ or
‘Transferee Company’ or ‘Second Petitioner
Company’) and their respective shareholders
(‘Scheme’)*

Edelweiss Retail Finance Limited

..... First Petitioner Company / Transferor Company

And

ECL Finance Limited

..... Second Petitioner Company / Transferee Company



And their respective shareholders and creditors.

[collectively referred to as the “Applicant Companies”]

Order Pronounced on 12.09.2025

Coram :

Shri. Prabhat Kumar

Shri Sushil Mahadeorao Kochey

Hon’ble Member (Technical)

Hon’ble Member (Judicial)

Appearances :

For the Applicant(s) : Mr. Hemant Sethi a/w Mr. Tanaya Sethi, Advocates

For the Regional Director : Mr. Gaurav Jaiswal, from the Office of the Regional Director Western Region, Ministry of Corporate Affairs.

ORDER

1. The present petition seeks sanction of the Scheme of Amalgamation between **Edelweiss Retail Finance Limited** having CIN: U67120MH1997PLC285490 (**“First Petitioner Company / Transferor Company”**) and **ECL Finance Limited** CIN: U65990MH2005PLC154854 (**“Second Petitioner Company / Transferee Company”**) and their respective shareholders and creditors (**“Scheme”**) from this Tribunal under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.
2. The First Applicant Company is a public limited company, having its Non-convertible Debentures listed on BSE Limited (**“BSE”**) and / or National Stock Exchange of India Limited (**“NSE”**, and together with BSE, **“Stock Exchanges”**) and is mainly engaged in the business of



advancing retail loans (MSME loans) and it is a Systemically Important Non-Deposit taking Non-Banking Financial Company registered with the Reserve Bank of India (“**RBI**”). The Second Applicant Company is a public limited company, having its certain commercial papers (‘**CPs**’) listed on BSE and all Non-convertible Debentures listed on BSE and/or NSE and is mainly engaged in the business of providing MSME loans (loan against property, business loans, etc.) and it is a Systemically Important Non-Deposit taking Non-Banking Financial Company registered with RBI.

3. The Board of Directors of the Applicant Companies in their respective Board Meetings held on **30th May 2024** have approved the Scheme of Arrangement by passing Resolutions.
4. The Appointed Date fixed under the Scheme is **01st October, 2024**.
5. It is submitted that the Company Petition has been filed in consonance with the Order passed in the **C.A. (CAA) 86/MB/2025** of the Tribunal on 05th May 2025 and the Applicant Companies have complied with all the requirements of filing the affidavits and sending notices as per directions of the Tribunal.
6. It is stated that the Transferor Company and the Transferee Company are a part of same promoter group of companies and as a part of the overall organization restructuring exercise, it is desired to merge the Transferor Company with the Transferee Company –

Rationale for the Scheme -

- *The amalgamation would have the following benefits:*
 - a. *Enhancement of operational, organizational and financial efficiencies, and achieve economies of scale by pooling of resources;*
 - b. *Consolidation of the businesses of the Transferor Company and the Transferee Company, for creation of a larger unified entity and, to that extent, reduce the number of NBFCs within the group to achieve*



optimal and efficient utilization of capital, resulting in lesser overheads including administrative, managerial, and other expenditure, optimal utilization of resources, and provide a common governance structure;

- c. Consolidation of the businesses carried on by them is strategic in nature and will generate significant business synergies thereby enhancing stakeholders' value;*
- d. Unification and streamlining of legal and regulatory compliances currently required to be carried out by both, the Transferor Company and the Transferee Company; – The Transferor Company and the Transferee Company have a proven track record in the respective businesses of credit and consolidating those will lead to pooling of knowledge and expertise and align with the business plans which will enable the group to meet its long-term objectives;*
- e. Elimination of multiple record keeping, thus resulting in reduced expenditure and significant reduction in the multiplicity of regulatory compliances; and*
- f. Improved organizational capability and leadership, arising from the pooling of human capital that has diverse talent and vast experience to compete in increasingly competitive industry.*

7. The Applicants have submitted the following documents:

- a. Master data from MCA, Certificate of Incorporation, MOA & AOA of the Applicant Companies.*
- b. Audited Financials 31st March 2025 of the Applicant companies.*
- c. Copy of Observation letter dated October 10, 2024 issued to Petitioner Companies by National Stock Exchange of India Limited and BSE Limited.*
- d. Copy of NOC dated February 7, 2025 issued by the Reserve Bank of India to both the Applicant Companies.*



e. Copy of the fairness opinion dated 30th May 2024 on entitlement ratio.

f. Chairperson's report on the result of meetings of secured and unsecured creditors as on 1st July, 2025.

8. Learned Advocate for the Applicant Companies submits that the consents of all the equity shareholders were received as on 28th February, 2025 and the copies of the Chairperson's Report on the result of the meetings held of Secured Creditors (Non-Convertible Debenture (NCD) Holders), Unsecured Creditors (NCD Holders) and Unsecured Creditors (other than NCD Holders) of the Applicant Companies were filed on **01th July 2025**. The present petition thereafter came to be filed by the Applicant Companies on 03th July 2025.

9. The Regional Director, Western Region ("RD") has filed a report on **18th August 2025** and has no objections to the Scheme ("RD Report"). The RD Report submits that this Tribunal may consider and dispose the case as deemed fit and proper in the facts and merits of the case. The observations in the RD Report have been dealt with by the Applicant Companies in its Affidavit in Reply dated **20th August 2025** filed with this Tribunal and a copy of the said Affidavit was served upon the RD by email and hand delivery on 20th August 2025. After consideration of the observations made by the RD, the Applicant Companies have submitted/undertaken that –

- a. The Applicant Companies shall comply with the applicable Accounting Standards, including AS-14/Ind-AS 103 for Arrangements, and pass such accounting entries as are necessary in compliance with AS-5/Ind-AS 8 and other applicable standards.
- b. The interests of all creditors and employees shall be fully protected under the Scheme.
- c. The Transferee Company shall pay the difference in fees and stamp duty, if any, in compliance with Section 232(3)(i) of the



Companies Act, 2013, after setting off the fees already paid by the Transferor Company on its authorized share capital.

- d. The Applicant Companies shall comply with the provisions of the Income Tax Act, 1961, including Section 2(1b) thereof, and the rules framed thereunder.
- e. The copies of the Scheme annexed to the Company Application and the Company Petition are one and the same, with no discrepancy or alteration.
- f. The Applicant Companies shall comply with the directions of any concerned sectoral regulators, wherever applicable, in accordance with law.
- g. The Applicant Companies shall comply with the directions of the Income Tax Department and the GST Department, as may be issued from time to time.
- h. The Applicant Companies undertake to comply with the applicable provisions of section 90 of the Companies Act, 2013 read with Companies (Significant Beneficial Owners) Rules, 2018 including any amendment(s) thereof, as applicable, and the Regional Director would always have the liberty to separately deal with the above issue, subject to remedies available to the Petitioner Companies under the applicable laws and regulations.

10. The Income Tax Department (“**IT Department**”) filed its report by letter dated 14th August 2025 (“**IT Report**”), raising concerns regarding the Scheme. The Petitioner Companies filed their Affidavit in Rejoinder dated 20th August 2025, duly authorized by Board Resolutions dated 30th May 2024, responding to the IT Report. After considering the observations made by the IT Department, the Applicant Companies have submitted/undertaken that –



- a. The Transferor Company and the Transferee Company are both registered with the RBI as middle-layer NBFCs, engaged in retail/MSME lending, and the amalgamation is a commercial decision to consolidate businesses, reduce entities, and achieve operational efficiencies.
- b. The Scheme has received the no-objection of the RBI vide letters dated 7th February 2025.
- c. The Appointed Date of the Scheme is 01st October 2024, fixed in compliance with Section 232(6) of the Companies Act, 2013. The date is proximate to the Board approval date (30th May 2024) and was chosen for operational and accounting efficiency; precedents (*Shree Balaji Cinevision; Gujarat Narmada Valley Fertilizers*) confirm the companies' discretion in fixing the Appointed Date.
- d. There is no plan to merge other group entities into the Transferee Company in the foreseeable future. Any such merger, if contemplated, shall be commercially driven and compliant with Sections 2(1B) and 72A of the Income-tax Act, 1961.
- e. The allegation of tax avoidance is denied. The merger of a profit-making company into a loss-making company is lawful under Section 2(1B) of the IT Act and cannot by itself be treated as a colorable device. Judicial precedents (*Azadi Bachao Andolan; Walfort Share; Cosmo Films; Vodafone Essar; AVM Capital; NIIT Technologies; PCA Motors; AMNS Khopoli*) confirm that legitimate tax planning within law is not impermissible tax avoidance.
- f. Section 72A of the IT Act is not applicable as the Transferor Company has no carry-forward business losses or unabsorbed depreciation.



- g. The rights of the Income Tax Department are preserved to independently examine eligibility for carry forward/set-off of accumulated losses and depreciation under Section 72A, and the sanction of the Scheme shall not be construed as granting any waiver, approval, or tax benefit.
11. We have perused the submissions made by the Applicant Companies and the report submitted by the Regional Director and Official Liquidator and the Income Tax Department. The Official Liquidator has also submitted that, the affairs of the transferor companies have not been conducted in a manner prejudicial to the public interest or the interest of creditor.
12. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy considering that no objection has so far been received from any Authority or Creditors or Members or any other stakeholders.
13. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this Scheme and it shall be open to the Income Tax Authorities to take necessary action to deal with, in relation to tax or any other kind of obligations of Transferor Company against the Transferee Company, as permissible under the Income Tax Laws.
14. The Applicant Company is directed to comply with all the undertakings given by them in their reply filed to the Regional Director.
15. It is submitted that all the requisite statutory procedure has been fulfilled, the Company Petition is made absolute in terms of the prayer clause of the Petition.
16. The Transferor Company be dissolved without winding up.
17. The Applicant Companies are directed to file a certified copy of this order along with a copy of the Scheme with the concerned Registrar of



Companies, electronically, in e-Form INC-28 within 30 days from the date of receipt of this order, duly certified by the Registrar, as the case may be, of this Tribunal.

18. The Applicant Companies to lodge a certified copy of this order and the Scheme duly authenticated by the Designated Registrar, as the case may be, of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 working days from the date of receipt of the certified copy of this order.
19. All Authorities concerned to act on a copy of this Order along with Scheme duly authenticated by the Registrar, National Company Law Tribunal, Mumbai.
20. Ordered accordingly.
21. The present Company Petition i.e., **CP(CAA)/152(MB) 2025 in CA(CAA)/86 (MB) 2025** is **allowed** and **disposed of**, accordingly.

Sd/-

Prabhat Kumar

Member (Technical)

/VB/

Sd/-

Sushil Mahadeorao Kochey

Member (Judicial)