

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited) will be held on Monday, July 31, 2023 at 11:00 a.m. at the Registered Office of the Company at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board and Auditors thereon;
2. To appoint Mr. Ramesh Abhishek (DIN: 07452293) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. **Variation in terms of appointment of Mr. Tushar Agrawal (DIN: 08285408) as Executive Director and Chief Executive Officer**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:-

“RESOLVED that in partial modification of the resolution passed by the members at its meeting held on July 22, 2022 and pursuant to the provisions of Sections 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force (the Rules), including any Guidelines and Circulars issued in this regard from time to time, approval of the members of the Company be and is hereby accorded for variation in terms of appointment of Mr. Tushar Agrawal (DIN: 08285408) the Executive Director and Chief Executive Officer on the following terms and conditions:

- a) **Salary Limit:** Not to exceed Rs. 1 crores per annum.
- b) **Performance Bonus:** In addition to salary, performance based bonus, up to 160% of Salary Limit.
- c) **Perquisites:** In addition to the salary and the performance bonus, Mr. Tushar Agrawal shall also be entitled to the perquisites as per the Rules of the Company.

FURTHER RESOLVED that subject to the applicable provisions of section 197 read with Schedule V of the Act and subject to the approval of Members of the Company, the aforesaid remuneration shall also be the maximum remuneration payable to Mr. Tushar Agarwal, the Executive Director and Chief Executive Officer, in the event the Company has no profits / inadequate profits in any year, which may be in excess of the individual or overall limits prescribed under the Act.

FURTHER RESOLVED that the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**For and on behalf of the Board of Directors
Nuvama Wealth Finance Limited
(formerly known as Edelweiss Finance & Investments Limited)**



**Pooja Doshi
Company Secretary**

Mumbai, May 22, 2023

Registered Office:

801- 804, Wing A, Building No. 3,
Inspire BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051.

CIN No.: U67110MH1993PLC344634

Email: Secretarial@nuvama.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.
3. Pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, information in respect of the Directors seeking re-appointment at the AGM is given in the Annexure to the Notice.
4. The facility for voting through Polling paper is being made available at the Meeting.
5. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
6. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to Secretarial@nuvama.com.

Annexure to the Notice dated July 10, 2023

Explanatory Statement pursuant to the provisions of
Section 102 of the Companies Act, 2013

Item No. 3:-

The Board at its Meeting held on May 22, 2023, had approved the variation in terms of appointment of Mr. Tushar Agrawal (DIN: 08285408) as the Executive Director and Chief Executive Officer of the Company.

Pursuant to the provisions of Sections 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the time being in force (the Rules), the approval of the members is required for the variation in terms of appointment of Mr. Tushar Agrawal (DIN: 08285408), as the Executive Director and Chief Executive Officer of the Company in the manner specified in the Special Resolution set out in Item No. 3 of the Notice.

Further/additional information as required under Schedule V to the Act and the Rules framed thereunder as amended from time to time are stated hereunder:

I. General Information

(a) Nature of Industry

The Company is a Systemically Important Non-Deposit Taking Non-Banking Financial Company.

(b) Date or expected date of commencement of commercial production

Not Applicable.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

(d) Financial performance based on the given indicators

Performance of the Company for the period April 1, 2022 to March 31, 2023 is set out as under:

Particulars	Amount (Rs. in crores)
Total Revenue	117.17
Total Expenses	82.19
Profit Before Tax	34.98
Profit after Tax	26.33

(e) **Foreign Investments or collaborators, if any:**

None.

II. Information about the appointee:

(a) **Background details:**

Mr. Tushar Agrawal holds a degree in Bachelor of Engineering from the National Institute of Technology in Surathkal, Karnataka, and a Masters of Business Administration in Finance from S.P.Jain Institute of Management and Research in Mumbai. Mr. Agrawal has been with the Group for 13 years. He joined the group as a management associate and has been instrumental in setting the ESOP, LAS and various other Capital market related loan products over the years. His client centric approach has helped to build products that are suitable to client's needs and his business acumen has helped to build scalable & profitable products for the company. His balanced approach makes him a unique leader.

(b) **Past remuneration:**

Mr. Agrawal was appointed as the Executive Director & CEO of the Company w.e.f. May 19, 2022 and drew remuneration on the following terms and conditions:

- i) Salary Limit: Not exceeding Rs. 75 lakhs per annum.
- ii) Performance Bonus: In addition to salary, performance based bonus, up to 100% of Salary Limit.
- iii) Perquisites: In addition to the salary and the performance bonus, Mr. Tushar Agrawal shall also be entitled to the perquisites as per the Rules of the Company.

(c) **Recognition or awards:**

None.

(d) **Job profile and his suitability:**

Mr. Agrawal has been instrumental in setting the ESOP, LAS and various other Capital market related loan products over the years. His client centric approach has helped to build products that are suitable to client's needs and his business acumen has helped to build scalable & profitable products for the company. His balanced approach makes him a unique

leader.

(e) **Remuneration proposed:**

Please refer the Resolution set out in Item No. 3 of the Notice.

(f) **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of Origin.)**

The remuneration of Mr. Tushar Agrawal is fully justifiable keeping in view his profile, extensive knowledge and vast experience in the industry. The remuneration is also comparable with that is being paid to the Managerial Personnel holding similar positions in the industry.

The remuneration of Mr. Agrawal has been decided by Nomination and Remuneration Committee of the Board at its meeting held on May 22, 2023, after considering the skills, expertise, knowledge and the proficiency required for the position.

(g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Mr. Agrawal is a professional and except the remuneration, he has no other pecuniary relationship directly or indirectly with the Company, its subsidiary, holding company and managerial personnel.

III. Other Information:

(a) **Reasons of loss or inadequate profits:**

Not Applicable.

(b) **Steps taken or proposed to be taken for improvement:**

Not Applicable.

(c) **Expected increase in productivity and profits in measurable terms:**

Not Applicable.

The disclosures as prescribed under the Secretarial Standards on General Meetings (SS-2) are given in the Annexure.

Considering the experience and expertise of Mr. Agrawal and based on the recommendations of the Nomination and Remuneration Committee in accordance with the Remuneration Policy and

parameters for consideration of remunerations, the Directors recommend the Resolution at Item No. 3 by way of a Special Resolution for the approval of the Members of the Company.

Mr. Agrawal is not related to any of the Directors of the Company. Except Mr. Agrawal, none of the Directors and their relatives are concerned or interested in the Item Nos. 3 of the Notice.

**For and on behalf of the Board of Directors
Nuvama Wealth Finance Limited
(formerly known as Edelweiss Finance & Investments Limited)**



**Pooja Doshi
Company Secretary**

Mumbai, May 22, 2023

Registered Office:

801- 804, Wing A, Building No. 3,
Inspire BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

CIN No.: U67110MH1993PLC344634

Email: Secretarial@nuvama.com

Details of Directors seeking appointment/re-appointment at the 29th Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2)

Name of the Director	Mr. Ramesh Abhishek
Date of Birth	July 3, 1959
Age	63
Date of first Appointment on the Board	March 26, 2021
No. of Board Meetings attended during the financial year ended March 31, 2023	7
Qualification & Experience	Mr. Abhishek has a Master's Degree in Business Administration in Finance and a Master's in Public Administration from the Harvard Kennedy School. In 1982, Mr. Abhishek joined the Indian Administrative Service, Bihar Cadre and was also the Chairman of the Forwards Markets Commission from August 2011 to August 2015. Mr. Abhishek worked in various capacities across the civil services including serving as a district magistrate in Bihar, a director in the Ministry of Food Processing Industries and as a secretary in the Department for Promotion of Industry and Internal Trade.
Directorships held in other companies	1. Cyient Limited; 2. Nuvama Custodial Services Limited; 3. Nuvama Wealth Management Limited; 4. Aditya Birla Sun Life AMC Limited; 5. Paytm Payments Bank Limited; 6. Paras Healthcare Private Limited; 7. Ravindra Energy Limited; 8. Indus Towers Limited; and 9. EODB Advisors (OPC) Private Limited.
Memberships / Chairmanships of Committees of other Boards	1. Cyient Limited - Member in Audit Committee; 2. Nuvama Custodial Services Limited - Member in Audit Committee; and 3. Aditya Birla Sun Life AMC Limited - Member in Audit and Stakeholders Relationship Committee.
Number of Shares held in the Company	Nil

Inter-se relationship with other Directors and Key Managerial Personnel	None
Details of Remuneration sought to be paid	NA
Remuneration last drawn by the Director	NA

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Nuvama Wealth Finance Limited
(Formerly Edelweiss Finance & Investments Limited)
 801- 804, Wing A, Building No. 3,
 Inspire BKC, G Block, Bandra Kurla Complex,
 Bandra East, Mumbai - 400 051.
 Email: Secretarial@nuvama.com

Name of the Member (s):
 Registered Address:
 Email ID:
 Folio No./Client ID:-
 DP ID:

I/We, being the member(s) of _____ Shares of the above named Company, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature, or failing him	Signature, or failing him	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday, July 31, 2023, at 11 a.m. at the Registered office of the Company at 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business			
1	To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board and Auditors thereon.		
2	To appoint Mr. Ramesh Abhishek (DIN: 07452293) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	Variation in terms of appointment of Mr. Tushar Agrawal (DIN: 08285408) as the Executive Director and Chief Executive Officer.		

Signed this..... day of..... 2023.
Affix Revenue Stamp



Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

Nuvama Wealth Finance Limited
(Formerly Edelweiss Finance & Investments Limited)
801- 804, Wing A, Building No. 3,
Inspire BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051.
Email: Secretarial@nuvama.com

Name of the Member (s):	
Registered Address:	
Email ID:	
Folio No./ DP ID-Client ID:-	
Shareholder/Proxy/Authorised Representative:-	

I/We hereby record my/our presence at the at the 29th Annual General Meeting of the Company, to be held on Monday, July 31, 2023 at 11 a.m. at the Registered office of the Company at 801-804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

Signature of the Shareholder/Proxy/ Authorised Representative

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Route Map:

Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)

Annual General Meeting dated July 31, 2023

Landmark: BKC Police Station



Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited)

Corporate Identity Number: U67120MH1994PLC286057

Registered Office: 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 • Tel No. +91 22 6620 3030 • nuvamafinance.com