

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Edelweiss Finance & Investments Limited will be held on Friday, August 13, 2021 at 11:00 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098.

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### Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board and the Auditors thereon.
2. To appoint Mr. Pankaj Razdan (DIN:00061240) as a Director who retires by rotation and, being eligible, offers himself for re-appointment.

### Special Business

#### 3. Appointment of Mr. Kunnasagar Chinniah as an Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act) and the Rules thereunder as amended from time to time framed, Mr. Kunnasagar Chinniah (DIN: 01590108), a Non-Executive Director of the Company, who has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who holds office till the conclusion of this Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director of the Company for 5 years till the conclusion of the Annual General Meeting of the Company to be held in the year 2026.”

#### 4. Appointment of Ms. Anisha Motwani as an Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act) and the Rules thereunder as amended from time to time framed, Ms. Anisha Motwani (DIN: 06943493), a Non-Executive Director of the Company, who has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who holds office till the conclusion of this Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director of the Company for 5 years till the conclusion of the Annual General Meeting of the Company to be held in the year 2026.”

**5. Appointment of Ms. Kamala Kantharaj as a Non-executive Director**

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

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act) and the Rules thereunder as amended from time to time framed, Ms. Kamala Kantharaj (DIN 07917801), who was appointed by the Board of Directors of the Company as an Additional Director be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

For and on behalf of the Board of Directors  
Edelweiss Finance & Investments Limited

  
Pooja Doshi  
Company Secretary

Mumbai, July 19, 2021

**Registered Office:**

Edelweiss House,  
Off C.S.T. Road, Kalina,  
Mumbai - 400 098  
CIN No.: U67120MH1994PLC286057  
Email: [EWM.Secretarial@edelweissfin.com](mailto:EWM.Secretarial@edelweissfin.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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. 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 appointment/re-appointment at the AGM is given in the Annexure to the Notice.
3. The facility for voting through Polling paper is being made available at the Meeting.
4. 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.
5. 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 [EWM.Secretarial@edelweissfin.com](mailto:EWM.Secretarial@edelweissfin.com)

**Annexure to the Notice dated July 19, 2021**  
**Explanatory Statement pursuant to the provisions of**  
**Section 102 of the Companies Act, 2013**

**Item No. 3:-**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Kunnasagaran Chinniah as an Independent Director with effect from June 10, 2021. In terms of the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time, Mr. Chinniah holds the office till the conclusion of the Annual General Meeting of the Company to be held in the year 2026.

The brief profile of Mr. Chinniah an Independent Director is as under:-

Mr. Chinniah was the former Managing Director/Global Head of Portfolio, Strategy & Risk Group with GIC Special Investments ("GIC SI"), the Private Equity arm of the Government of Singapore Investment Corporation ("GIC"). He joined GIC in 1989 and has held various positions with the Special Investments Department of GIC in their North American, European and Asian regions. Mr. Chinniah is a Chartered Financial Analyst and his other academic qualifications include a Bachelor's Degree in Electrical Engineering from the National University of Singapore and an MBA from the University of California, Berkeley.

Considering the qualifications, experience of Mr. Kunnasagaran Chinniah, the Board of Directors of the Company are of the view that the knowledge and experience of Mr. Chinniah will be of immense benefit to the Company.

Therefore, the Board recommends the Ordinary Resolution at Item No. 3 for approval by the members.

Except Mr. Chinniah, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 3 of the Notice.

**Item No. 4:-**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Anisha Motwani as an Independent Director with effect from June 10, 2021. In terms of the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time, she holds the office till the conclusion of the Annual General Meeting of the Company to be held in the year 2026.

The brief profile of Ms. Motwani an Independent Director is as under:-

Ms. Motwani is a multi-faceted business leader and draws from her rich experience of over 30 years in diverse industries such as FMCG, automobiles, financial & health services. Ms. Motwani serves as an Independent Director on the boards of leading organizations. Ms. Motwani is the author of Storm the Norm - first-of-its-kind collection of 20 contemporary stories of truly inspiring businesses and brands from India that either wrote or rewrote the norms of their respective industries and brought in unprecedented change and vibrancy. In

recognition of her achievements, Ms. Motwani was voted as one of the '50 Most Powerful Women in Indian Business' by Business Today for three consecutive years since 2009.

In the opinion of the Board, she fulfils the conditions specified in the Companies Act 2013 for such an appointment.

The Board recommends the Ordinary Resolution at Item No. 4 for approval by the members.

Except Ms. Motwani, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 4 of the Notice.

**Item No. 5:-**

On the recommendation of the Nomination and Remuneration Committee, Ms. Kamala Kantharaj was appointed by the Board of Directors of the Company as an Additional Director w. e. f. June 29, 2021 and in accordance with the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time, she holds the office till the conclusion of this Annual General Meeting of the Company.


The brief profile of Ms. Kamala K. an Independent Director is as under:-

Ms. Kamala Kantharaj is a qualified Chartered Accountant and has rich and varied experience of more than 28 years in the field of corporate laws, securities laws and corporate governance in financial services sector. Ms. Kamala Kantharaj has been associated with the Edelweiss group since 2016 as Group Chief Compliance & Governance Officer and prior to that, she was associated with National Stock Exchange of India as Head - Regulatory Compliance.

The Board recommends the Ordinary Resolution at Item No. 5 for approval by the members.

Except Ms. Kamala, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 5 of the Notice.

**For and on behalf of the Board of Directors  
Edelweiss Finance & Investments Limited**

  
**Pooja Doshi  
Company Secretary**

**Mumbai, July 19, 2021**

**Registered Office:**

Edelweiss House,  
Off C.S.T. Road, Kalina,  
Mumbai - 400 098

CIN No.: U67120MH1994PLC286057

Email: [EWM.Secretarial@edelweissfin.com](mailto:EWM.Secretarial@edelweissfin.com)

**PROXY FORM**

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

**Edelweiss Finance & Investments Limited**

Edelweiss House, Off C.S.T Road, Kalina, Mumbai- 400 098

Email: EWM.Secretarial@edelweissfin.com

Folio No./ Depository A/c No. \_\_\_\_\_

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 27<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, August 13, 2021 at 11:00 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2021, together with the Reports of the Board and the Auditors thereon.		
2.	To appoint Mr. Pankaj Razdan (DIN: 00061240) as a Director who retires by rotation and, being eligible, offers himself for re-appointment.		

Special Business			
3.	Appointment of Mr. Kunnasagaran Chinniah as an Independent Director.		
4.	Appointment of Ms. Anisha Motwani as an Independent Director.		
5.	Appointment of Ms. Kamala Kantharaj as a Non-executive Director.		

Signed this..... day of..... 2021.  
 Stamp

Affix Revenue

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.

**Route Map:**

**Edelweiss Finance & Investments Limited**

**Annual General Meeting dated August 13, 2021**

**Landmark – Mumbai University, Kalina, Santacruz (East)**





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

Name of the Director	Mr. Pankaj Razdan	Mr. Kunnasagar Chinniah	Ms. Anisha Motwani	Ms. Kamala Kantharaj
Date of Birth	November 16, 1968	May 10, 1957	June 21, 1963	July 22, 1965
Age	52 years	64 years	58 years	56 years
Date of first Appointment on the Board	March 26, 2021	December 13, 2019	June 10, 2021	June 29, 2021
No. of Board Meetings attended during the financial year ended March 31, 2021	Not Applicable	5	Not Applicable	Not Applicable
Qualification & Experience	<p>B.Sc. (Electronics) from SP College, Pune University, B.Sc (Technology), Bombay University, WIEECT, Bombay and Management Development Program from the Indian Institute of Management, Ahmedabad.</p> <p>Over 25 years of experience in the financial services sector and is the former managing director of Aditya Birla Sun Life Insurance and the deputy CEO of Aditya Birla Capital.</p>	<p>Chartered Financial Analyst, Bachelor's in Electrical Engineering.</p> <p>More than three decades of experience in the financial sector</p>	<p>Master's in Business Administration.</p> <p>A multi-faceted business leader &amp; draws from her rich experience of over 30 years in diverse industries - FMCG, automobiles, financial &amp; health services.</p>	<p>A qualified Chartered Accountant.</p> <p>Has rich and varied experience of more than 28 years in the field of corporate laws, securities laws and corporate governance in financial services sector.</p>
Directorships held in other companies	<ul style="list-style-type: none"> <li>Edelweiss Capital Services Limited</li> <li>Edelweiss Securities Limited</li> <li>Edelweiss Broking Limited</li> </ul>	<ul style="list-style-type: none"> <li>Nirlon Limited</li> <li>Edelweiss Financial Services Limited</li> <li>Edelweiss Rural &amp; Corporate Services Limited</li> </ul>	<ul style="list-style-type: none"> <li>Prataap Snacks Limited</li> <li>Welspun India Limited</li> <li>Abbott India Limited</li> </ul>	<ul style="list-style-type: none"> <li>Edelweiss General Insurance Company Limited</li> <li>Edelweiss Tokic Life Insurance</li> </ul>

	<ul style="list-style-type: none"> <li>• ESL Securities Limited</li> <li>• Edelweiss Securities (IFSC) Limited</li> </ul>	<ul style="list-style-type: none"> <li>• ECL Finance Limited</li> <li>• Edelweiss Tokio Life Insurance Company Limited and</li> <li>• Edelweiss Securities Limited</li> <li>• Edelweiss Capital (Singapore) Pte. Ltd.</li> <li>• Changi Airport International Pte. Ltd.</li> <li>• Keppel Infrastructure Fund Management Pte Ltd.</li> <li>• Azalea Asset Management Pte. Ltd</li> <li>• Astrea III Pte. Ltd.</li> <li>• Astrea IV Pte Ltd</li> <li>• Astrea V Pte Ltd</li> <li>• Ascendas Funds Management(S) Pte Ltd</li> <li>• Astrea VI Pte Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• Angel Broking Limited</li> <li>• Somany Home Innovation Limited</li> <li>• L &amp; T Investment Management Limited</li> <li>• Dvara Kshetriya Gramin Financialservices Private Limited; and</li> <li>• Star Health And Allied Insurance Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Company Limited</li> <li>• Edelweiss Alternative Asset Advisors Limited</li> <li>• Edelweiss Trusteeship Company Limited</li> </ul>
Memberships / Chairmanships of Committees of other Boards	<p>Member of Risk Management Committee and Corporate Social Responsibility Committee of Edelweiss Securities Limited;</p> <p>Member of Audit Committee, Nomination &amp; Remuneration Committee</p>	<p>Member of Audit Committee , Risk Management Committee , Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee of Edelweiss Financial Services Limited;</p>	Nil	<p>Member of Audit Committee and Nomination &amp; Remuneration Committee of Edelweiss Alternative Asset Advisors Limited;</p> <p>Member of Risk Management Committee and Corporate Social Responsibility</p>

	<p>of Edelweiss Broking Limited;</p> <p>Member of Audit Committee and Nomination &amp; Remuneration Committee of Edelweiss Capital Services Limited.</p>	<p>Member of Audit Committee, Risk Management Committee, and Nomination &amp; Remuneration Committee of Edelweiss Securities Limited</p> <p>Member and Chairman of Audit Committee, and Nomination &amp; Remuneration Committee of Edelweiss Rural &amp; Corporate Services Limited.</p> <p>Member of Audit Committee of Edelweiss Tokio Life Insurance Company Limited</p>		<p>Committee of Edelweiss Tokio Life Insurance Company Limited.</p>
Number of Shares held in the Company	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None	None	None	None
Details of Remuneration sought to be paid	Entitled for the payment of the sitting fees for attending the Meetings of the Board and the Committees thereof and commission in accordance with the provisions of the Companies Act 2013.	Entitled for the payment of the sitting fees for attending the Meetings of the Board and the Committees thereof and commission in accordance with the provisions of the Companies Act 2013.	Entitled for the payment of the sitting fees for attending the Meetings of the Board and the Committees thereof and commission in accordance with the provisions of the Companies Act 2013.	Entitled for the payment of the sitting fees for attending the Meetings of the Board and the Committees thereof and commission in accordance with the provisions of the Companies Act 2013.
Remuneration last drawn by the Director	None	None	None	None