

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Edelweiss Finance & Investments Limited will be held on Friday, July 22, 2022 at 11:00 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai- 400 098.

Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board and the Auditors thereon.
2. To appoint Mr. Nikhil Srivastava (DIN: 07308617) as a Director who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Appointment of the Auditors for a terms of 2 years:

“RESOLVED that in accordance with the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or amendment thereto or re-enactment thereof) and in accordance with Guidelines for Appointment of Statutory Auditors of commercial banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India , approval of the Members of the Company be and is hereby accorded for the appointment of M/s Choksi & Choksi LLP (Firm Registration No. 101872W/W100045) as the Auditors of the Company, for a term of two years from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting to be held in the year 2024, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take steps as may be considered necessary and expedient to give effect to this Resolution.”

Special Business

4. Appointment of Mr. Tushar Agrawal as 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 framed thereunder as amended from time to time, Mr. Tushar Agrawal (DIN: 08285408), who was appointed as an Additional Director (Executive, Non- Independent Category) by the Board of Directors of the Company with effect from May 19, 2022, be and is hereby appointed as a Director of the Company, liable to retire by rotation under the provisions of the Act and Articles of Association of the Company.”

5. Appointment of Mr. Tushar Agrawal as an Executive Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended, modified and re-enacted from time to time) and all other applicable statutes, rules,

regulations, circulars and guidelines, if any, the relevant provisions of the Memorandum of Association and Articles of Association of the Company), the approval of the members of the Company is hereby accorded for appointment of Mr. Tushar Agrawal (DIN: 08285408), as the Executive Director of the Company for a period of 3 years with effect from May 19, 2022, 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.

FURTHER RESOLVED that where in any financial year during the tenure of Mr. Tushar Agrawal as the Executive Director, the Company has no profits or the profits of the Company are inadequate, approval of the Members of the Company be and is hereby accorded to pay him the maximum remuneration in accordance with the provisions of the Act and Schedule V thereto.

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

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



**Pooja Doshi
Company Secretary**

Mumbai, May 19, 2022

Registered Office:

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

CIN No.: U67120MH1994PLC286057

Email: 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

Annexure to the Notice dated May 19, 2022

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

Item No. 3

The Members of the Company at the Extraordinary General Meeting ('EGM') held on November 1, 2021 had approved the appointment of M/s Choksi & Choksi LLP, as Auditors of the Company, in the casual vacancy caused by the exit of M/s. S. R. Batliboi & Co. LLP to hold the office till the conclusion of this Annual General Meeting (AGM).

Accordingly, based on the recommendations of the Audit Committee and the confirmation received from M/s Choksi & Choksi LLP (Firm Registration No. 101872W/W100045) on their eligibility, the Board recommends to the Members the appointment of M/s Choksi & Choksi LLP, as the Auditors of the Company for a period 2 years from the conclusion of this AGM till the conclusion of the 30th AGM of the Company to be held in the year 2024.

Brief Profile of M/s Choksi & Choksi LLP:

Chokshi & Chokshi LLP ('the firm') is a single window professional services firm focusing on providing high quality services that one needs from a business advisory organization for over 45 years (established in 1976 and converted into LLP in 2014).

The firm provides professional expertise and an integrated range of services in the areas of Audit & Assurance, Direct and Indirect Taxation including International Taxation, Advisory and Accounting services to various Businesses, Corporates and Private Clients across the Globe. The firm has diversified teams comprising 18 partners and 200+ team size of professional experts in various fields.

The key current / past clients of the firm include Regulators (SEBI, RBI), Banks / NBFCs (YES Bank, IDBI Bank, Mizuho Bank, Doha Bank, Qatar Bank, ICBC Bank, Bank of China, LIC Housing Finance, IFCI, etc.), Mutual Funds / AMCs (UTI MF & AMC, Tata MF, IPRU, PGIM, MIRAE, etc.), Insurance (LIC, IPRU, SBI Life, HDFC Life, Aditya Birla Sun Life, Bajaj Allianz, RGA, Genre, etc.) and others (SCI, Vistra, etc.).

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in this item of business.

Item No. 4 & 5:

The Board at its Meeting held on May 19, 2022, had subject to the approval of the members of the Company and other regulatory approvals, if any, appointed Mr. Tushar Agrawal, the Chief Executive Officer as an Additional Director with effect from May 19, 2022. He was also designated as the Executive Director by the Board of Directors of the Company for a period of 3 years with effect from May 19, 2022.

Pursuant to the provisions of Sections 196, 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 appointment of Mr. Tushar Agrawal as an Executive Director and payment of remuneration in the manner specified in the Special Resolution set out in Item No. 5 of the Notice.

Pursuant to the provisions of Sections 196, 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 appointment of Mr. Agrawal as the Executive Director in the manner specified in the Special Resolution set out in Item No. 5 of the Notice.

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 Edelweiss Group for 13 years. He has joined Edelweiss 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.

Further/additional information of Mr. Agrawal pursuant to Secretarial Standard on General Meetings (SS-2) and Schedule V to the Companies Act, 2013 and the Rules framed thereunder as amended from time to time are given below:

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 Financial Years 2018-19, 2019-20, 2020-21 are set out as under:

(Rs. in millions)

Particulars	(As on March 31, 2019)	(As on March 31, 2020)	(As on March 31, 2021)
Total Revenue	1,424.59	1,485.36	2,005.97
Total Expenses	1,378.91	1,221.70	1,820.42
Profit Before Tax	45.68	263.66	185.55
Profit/(Loss) After Tax	13.09	184.29	143.50

(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 Edelweiss Group for 13 years. He joined Edelweiss 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 Chief Executive Officer of the Company w.e.f. April 1, 2020 and drew remuneration on the following terms and conditions:

- i. Salary Limit: Not to exceed Rs. 60 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. 5 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 18, 2022, 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. 4 by way of an Ordinary Resolution and Item No. 5 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. 4 and 5 of the Notice.

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



Pooja Doshi
Company Secretary

Mumbai, May 19, 2022

Registered Office:

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

CIN No.: U67120MH1994PLC286057

Email: 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 28th Annual General Meeting of the Company, to be held on Friday, July 22, 2022 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
Ordinary Business			
1.	To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2022, together with the Reports of the Board and the Auditors thereon.		
2.	To appoint Mr. Nikhil Srivastava (DIN: 07308617) as a Director who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Appointment of the Auditors for a terms of 2 years.		
4.	Appointment of Mr. Tushar Agrawal as Director.		
5.	Appointment of Mr. Tushar Agrawal as an Executive Director.		

Edelweiss Finance & Investments Limited

Corporate Identity Number: U67120MH1994PLC286057

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098. Tel No: +91 22 4009 4400 Fax: +91 22 4019 4890

<https://edelweissinvestment.edelweissfin.com/>

EWM.Secretarial@edelweissfin.com

Signed this..... day of..... 2022.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

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.

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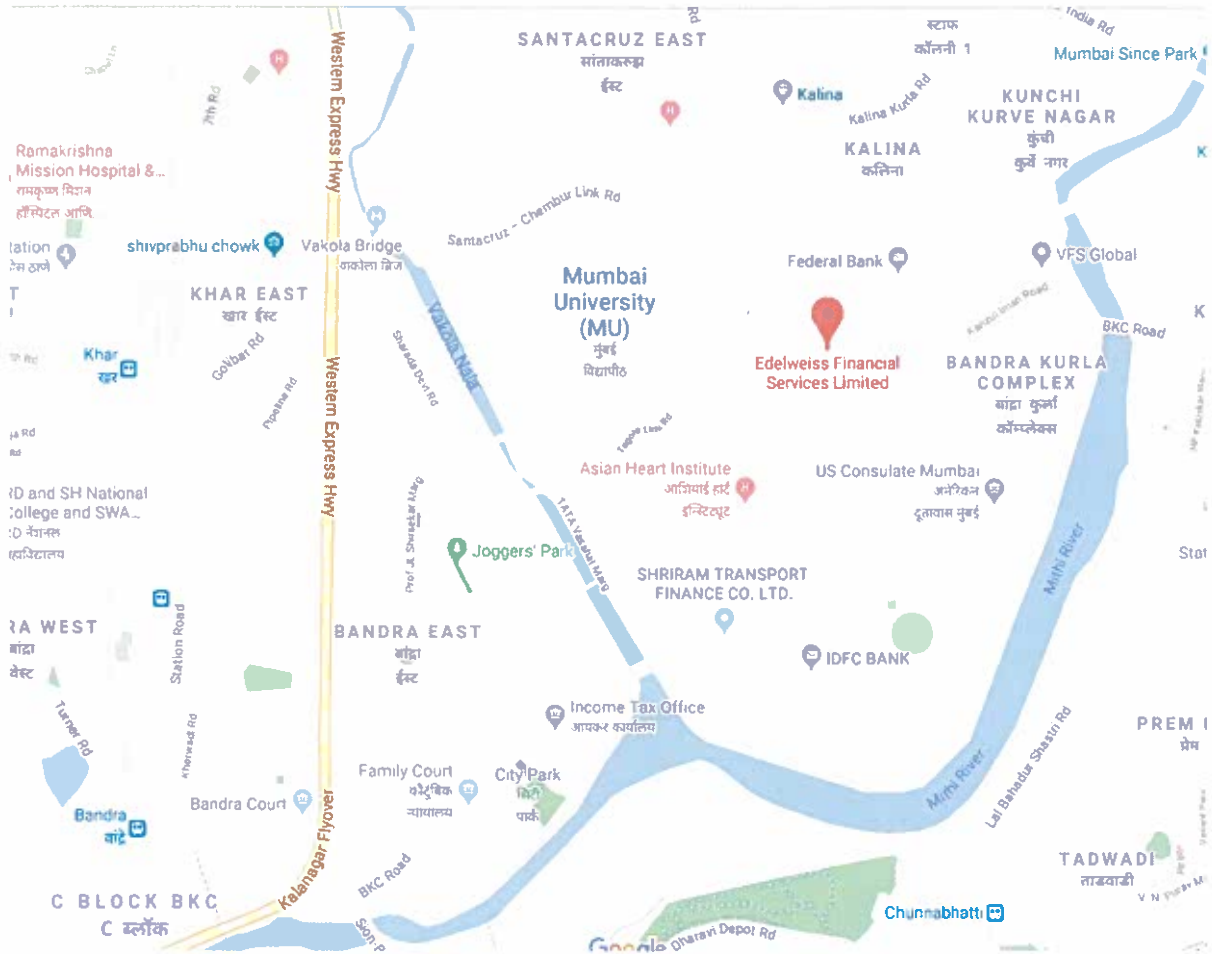
EWM.Secretarial@edelweissfin.com

Route Map:

Edelweiss Finance & Investments Limited

Annual General Meeting dated May 19, 2022

Landmark - Mumbai University, Kalina, Santacruz (East)



Edelweiss Finance & Investments Limited

Corporate Identity Number: U67120MH1994PLC266057

Registered Office: Edelweiss House, Off C S T, Road, Kalina, Mumbai - 400 098 Tel No. +91 22 4009 4300 Fax: +91 22 4019 4890

<https://edelweissinvestment.edelweissfin.com/>

EWM.Secretariat@edelweissfin.com

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. Nikhil Srivastava	Mr. Tushar Agrawal
Date of Birth	March 19, 1978	December 5, 1984
Age	44 years	37
Date of first Appointment on the Board	March 26, 2021	May 19, 2022
No. of Board Meetings attended during the financial year ended March 31, 2022	4	NA
Qualification & Experience	<p>(i) Bachelors in electrical Engineering, Birla Institute of Technology and Science, Pilani</p> <p>(ii) Masters in Electrical Engineering , Stanford University ; and</p> <p>(iii) Masters in Business Administration, Harvard Business School</p> <p>Mr. Srivastava joined PAG in April 2019 and is the Managing Director and head of India Private Equity at PAG. Prior to joining PAG, Mr. Srivastava has almost a decade of experience at Kohlberg, Kravis and Roberts, with a breadth of global experience where he has evaluated a wide range of investment opportunities across India, Singapore and the United States, and additionally was the head of KKR's special situations and healthcare private equity group in India. Mr. Srivastava has also worked at Goldman Sachs and Co. Inphi Corporation in California.</p>	<p>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 Edelweiss Group for 13 years. He has joined Edelweiss 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.</p>
Directorships held in other companies	<ol style="list-style-type: none"> ACME Formulation Private Limited; Anjan Drug Private Limited; Novaair Technologies Private Limited; Novaair Private Limited; Edelweiss Global Wealth Management Limited; Edelweiss Securities Limited; PAGAC Advisors India Private Limited; and Sekhmet Pharmaventures Private Limited. 	<ol style="list-style-type: none"> Jack Real Estate Advisors Private Limited; and Beunicus Solutions India Private Limited
Memberships / Chairmanships of	Nil	Nil

Edelweiss Finance & Investments Limited

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Registered Office: Edelweiss House, Off C S T Road, Kairna, Mumbai - 400 095. Tel No: +91 22 4009 4400 Fax: +91 22 4019 4890

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EWM.Secretarial@edelweissfin.com

Committees of other Boards		
Number of Shares held in the Company	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Details of Remuneration sought to be paid	Nil	Mr. Agrawal would be the paid the remuneration as specified in the Item No. 5 of the Notice convening the Meeting.
Remuneration last drawn by the Director	Nil	Not applicable.

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