

NOTICE is hereby given that an Extraordinary General Meeting (No. 2/2021-22) of the Members of Edelweiss Finance & Investments Limited will be held on Friday, February 11, 2022 at 4:00 p.m. at the Registered Office of the Company at Edelweiss House, Off. CST Road, Kalina, Mumbai - 400 098 to transact the following special Business:-

1. Approval of limits for Issuance of Non-Convertible Debentures on private placement basis for the financial year 2022-2023

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

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (“the Rules”), and pursuant to the SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021 as amended from time to time and other applicable SEBI Rules and Regulations, as amended from time to time and subject to the provisions of the relevant Reserve Bank of India (RBI) Directions, Rules and Regulations, and further subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, 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 and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-convertible Debentures (“the Debentures”) including subordinated Debentures qualifying as Tier-II debt in terms of the relevant RBI Regulations, upto Rs. 4,000 crores, for a period of 1 year from the date of passing the Resolution, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of the Company.

FURTHER RESOLVED that for the purpose of creating, offering, issuing and allotting the Debentures, the Board be and is hereby 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 determine the terms and conditions of the issue, 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.”

2. **Appointment of Mr. Birendra Kumar as an Independent Director**

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

“RESOLVED that pursuant to provisions of sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time (the Act) read with Schedule IV to the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Birendra Kumar (DIN:00163054) born on April 29, 1942, be and is hereby appointed as an Independent Director on the Board of Directors of the Company for a first term of five consecutive years, effective from January 21, 2022.

FURTHER RESOLVED that pursuant to Regulation 17(1A) of LODR, approval be and is hereby given for appointment of Mr. Birendra Kumar (DIN:00163054) beyond April 1, 2019, as an Independent Director of the Company, on account of his having already attained the age of 75 years as on the said date.

FURTHER RESOLVED that pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Birendra Kumar (DIN: 00163054) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

3. **Authority to borrow moneys in excess of the paid-up capital and Free Reserves of the Company**

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

“RESOLVED that pursuant to the provisions of Section 180 (1)(a) and Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (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) on behalf of the Company for borrowing monies, from time to time, and, if they think fit, mortgaging or charging the Company’s undertaking and any property or any part thereof to secure such borrowings upto a continuous limit for the time being remaining undischarged of Rs. 4,000 crores (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business)

even though the moneys to be borrowed together with the moneys already borrowed by the Company may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

4. Approval for Related Party Transaction

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013, read with rules made thereunder, Regulation 23 of SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015, the memorandum of association and articles of association of the Company, all applicable laws and regulations, approval of the members be and is hereby accorded for availing liquidity support from PAGAC Ecstasy Pte. Ltd and/or its affiliates (collectively referred to as PAG) from time to time as per the terms and conditions as my mutually agreed between Edelweiss Securities Limited, the holding company of the Company and PAG for an amount exceeding Rs. 500 crores.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle matters, 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
Edelweiss Finance & Investments Limited



Pooja Doshi
Company Secretary

Mumbai, January 21, 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. The facility for voting through Polling paper is being made available at the Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.
4. The disclosures as prescribed under the Secretarial Standards on General Meetings (SS-2) are given in the Annexure.
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. The Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.

Annexure to the Notice dated January 21, 2022

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

Item No. 1:-

The Members at the Extraordinary General Meeting held on February 12, 2021, had by way of a Special Resolution authorised the Board of Directors of the Company (which term includes any Committee of the Board to exercise its powers including the powers conferred by the Resolution) to issue Non- Convertible Debentures (“Debentures/NCDs”) on a private placement basis upto Rs. 4,000 crores, in one or more tranches.

In accordance with the provisions of Section 42 of the Companies Act, 2013 as amended from time to time (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules), the Special Resolution passed under section 42 of the Act and the Rules will remain in force for a period of 1 year from the date of passing the Resolution.

Accordingly, it is proposed to seek the prior approval of the Members by way of a Special Resolution as proposed in the Notice for issuing NCDs on a private placement basis upto Rs. 4,000 crores, in one or more tranches.

The NCDs may be issued at par or at a premium and, may be listed on the Stock Exchange(s) and, on such other terms and conditions as the Board may determine.

The disclosures as required under Section 42 of the Act and the Rules are as under:

a) Particulars of offer including date of passing the Board Resolution:

Resolution for issue of NCDs on a Private Placement Basis upto Rs. 4,000 crores, in one or more tranches, was approved by the Board at its meeting held on January 21, 2022. The Board shall determine terms and conditions of the offer at the time of issuance of respective series/ tranche of the NCDs.

b) Kind of Securities offered and the price at which security is being offered:

Issue price of the NCDs shall be determined at the time of issue of respective series of NCDs and which may be issued at par or premium depending upon the market scenario and various other factors impacting the price of non-convertible debentures in general.

c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Not Applicable.

d) Name and address of valuer who performed valuation:

Not Applicable

e) Amount which the company intends to raise by way of such securities:

Amount upto Rs. 4,000 crores, in one or more tranches.

f) Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:

The Board shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

The Special Resolution set out in the Notice herein shall remain in force for a period of 1 year from date of passing the Resolution.

In this connection, the Directors recommend the Resolution set out in Item No. 1 for the approval of the Members of the Company by way of a Special Resolution.

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

Item No. 2:-

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Birendra Kumar as an Independent Director with effect from January 21, 2022. 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. Kumar holds the office till the conclusion of the Annual General Meeting of the Company to be held in the year 2027.

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

Mr. Birendra Kumar, currently managing the AIF of Blackstone Tactical Opportunities, Singapore, as Executive Director, Wisler Investment Management Pvt Ltd, Investment Manager. He was Senior Advisor, Duff & Phelps India Private Limited from mid November 2018 to mid-November 2020.

Mr. Kumar has recently joined the Board as an Independent Director and Chairman of Advait ARC Pvt Ltd, which is in the process of applying for RBI license. Mr. Kumar was earlier Non-executive Vice Chairman on the Board of International Asset Reconstruction Company Private Limited (IARC) from September 1, 2018, to May 16, 2019, prior to which he was the founder Managing Director & CEO since IARC received Certificate of Registration from RBI in March 2007. During his tenure of over eleven years till he

relinquished charge on August 31st, 2018, as MD & CEO, Mr. Kumar was instrumental in raising equity and two Funds with renowned domestic and international investors and third Fund in March 2018 with Blackstone Tactical Opportunities who have also taken majority stake in the company, with HDFC Bank, Tata Capital Ltd and ICICI Bank being the other Institutional shareholders.

Mr. Kumar has been a career banker with over five decades of rich and diverse experience in commercial, credit, investment & international banking in India and abroad. Mr. Kumar was the Deputy Managing Director & Chief Credit Officer of State Bank of India when he retired in April 2002. Immediately prior to this, Mr. Kumar was the MD & CEO of State Bank of India (SBI) Capital Markets Limited for a period of over three years. Mr. Kumar has handled various important assignments in India including as Private Secretary, Chairman, SBI and Secretary, Central Board of SBI. Mr. Kumar also has over five years of overseas experience with SBI in the USA during which period he was first Representative in Washington for over a year and half and then headed the West Coast operations of SBI as President & CEO, SBI (California) and Chief Executive Officer, Los Angeles Agency, Los Angeles for over three years.

Mr. Kumar has wide experience in the stressed asset sector, having been Advisor, Financial Advisory Services, PwC, Mumbai, from 2002 to 2007 wherein he was instrumental in initiating and leading Business Recovery Services (Distressed Debt Advisory) practice. Mr. Kumar was actively involved in advising ARCs on positioning strategy, formulation of business plan, operational strategy and policies and processes. Mr. Kumar was the member of the PwC team for undertaking a study on behalf of Asian Development Bank and Government of India to suggest regulatory changes for creating an enabling environment for successful functioning of Asset Reconstruction Companies in India.

Mr. Kumar has served on several Expert Groups set up by the Reserve Bank of India and Government of India. Mr. Kumar was a Special Invitee nominated by RBI on the in-house working group set up to examine issues pertaining to development of market for asset securitization and for high level meeting convened by Government of India in January 2002 on setting up the first Asset Reconstruction Company. Mr. Kumar was the member of Key Advisory Group set up by the Government of India in 2011 to study and recommend measures to improve the functioning of ARCs.

Mr. Kumar was also Member of Ministry of Corporate Affairs Working Group on operationalization of the Insolvency & Bankruptcy Code.

Mr. Kumar has been associated with Industry bodies like FICCI, CII and ASSOCHAM and has served on their committees essentially related to financial sector and distressed assets. He was Chairman, ASSOCHAM's National Council on Asset Reconstruction. Mr. Kumar was also Chairman of Association of ARCs in India for close to seven years till the end of March 2018. Mr. Kumar is presently member of Advisory Board of Association of ARCs in India. Mr. Kumar is also member of FICCI's stressed asset committee. In view of his long professional career as a banker, investment banker and in the stressed asset sector, Mr. Kumar is well networked.

Mr. Kumar completed his master's in mathematics from St. Stephens College University of Delhi. Mr. Kumar is also Certified Associate of Indian Institute of Banking.

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

Pursuant to provision of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall not appoint any Non-executive Director who has attained the age of 75 years unless a special resolution is passed to that effect.

In this connection, the Directors recommend the Resolution set out in Item No. 2 for the approval of the Members of the Company by way of a Special Resolution.

Except Mr. Kumar, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 2 of the Notice.

Item No. 3:-

Pursuant to Section 180(1) (a) and 180(1) (c) of the Companies Act, 2013 (the Act), the members at their Annual General Meeting held on September 9, 2014, had authorised the Board of Directors of the Company to borrow from time to time, any sum or sums of money for the purposes of the Company upto Rs. 7,500 crores.

Pursuant to the recent inspection carried out by the Reserve Bank of India (RBI), it was observed that the current borrowing limits are in breach of the required Capital Adequacy Ratio of 15%.

It is therefore proposed to revise the limits under Section 180(1) (a) and 180(1) (c) of the Act to Rs. 4,000 crores which will be well within the Capital Adequacy Ratio limits as prescribed by the RBI.

In this connection, the Directors recommend the Resolution set out in Item No. 3 for the approval of the Members of the Company by way of a Special Resolution.

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

Item No. 4:-

In accordance with the Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the Regulations), all Material Related Party Transactions shall require prior approval of the shareholders.

The Company may enter into Liquidity Support Agreement with Asia Pragati Alternative Investment Fund, an affiliate of PAGAC Ecstasy Pte. Ltd for an amount not exceeding Rs. 500 crores for availing liquidity support in case of contingency liquidity crunch. As this

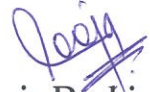
transaction will tantamount to be a material related party transaction not in the ordinary course of business under various laws applicable to the Company, it would require prior approval of the shareholders.

The Audit Committee and the Board of Directors at their Meeting held on January 21, 2022, have approved the aforesaid transaction and recommended the same to the members for their approval.

In this connection, the Directors recommend the Resolution set out in Item No. 4 for the approval of the Members of the Company by way of an Ordinary Resolution.

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

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



Pooja Doshi
Company Secretary

Mumbai, January 21, 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 Extraordinary General Meeting of the Company, to be held on Friday, February 11, 2022 at 4:00 p.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
1.	Approval of limits for Issuance of Non-Convertible Debentures on private placement basis for the financial year 2022-2023.		
2.	Appointment of Mr. Birendra Kumar as an Independent Director.		
3.	Authority to borrow moneys in excess of the paid-up capital and Free Reserves of the Company.		
4.	Approval for Related Party Transaction		

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

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

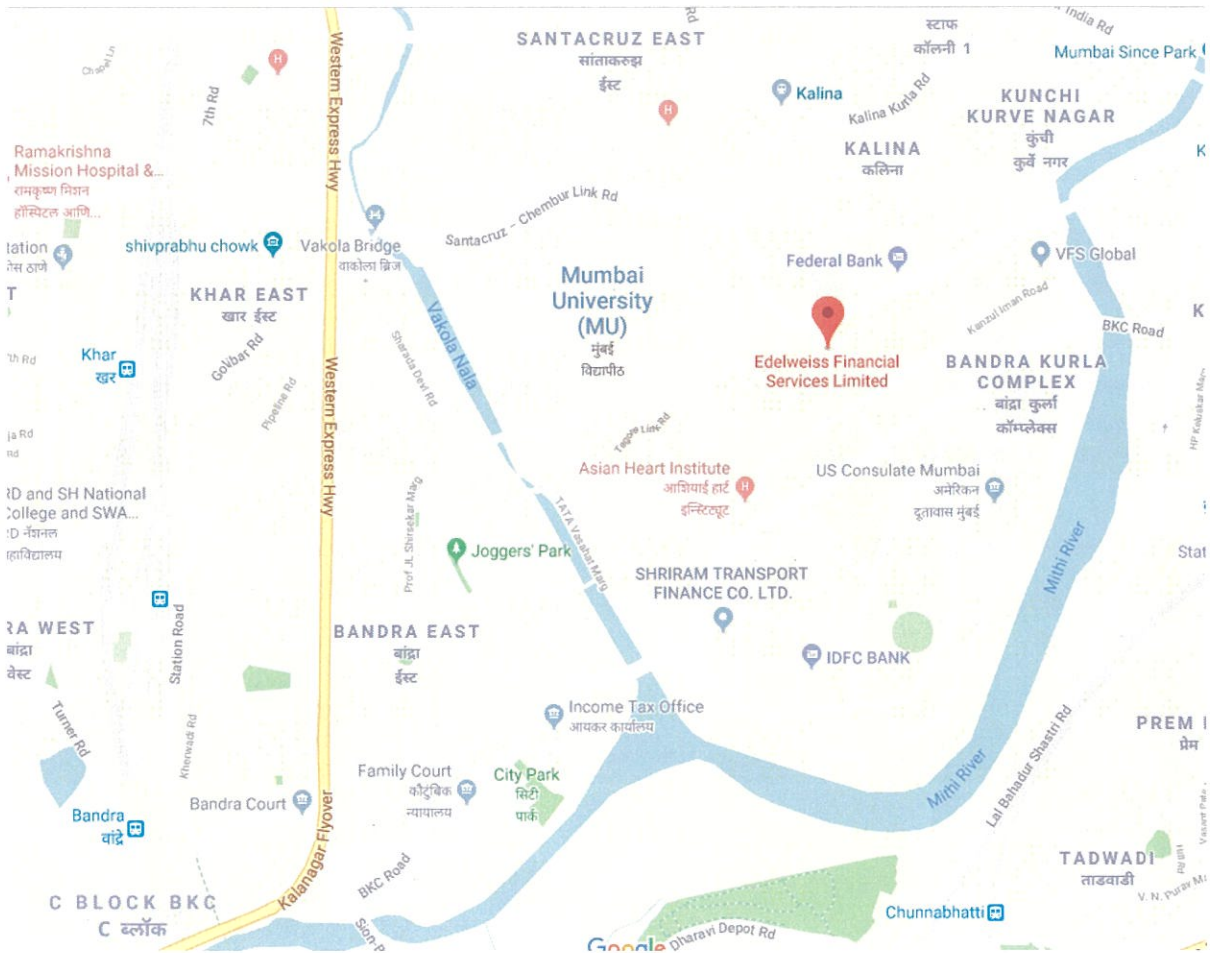
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map:

Edelweiss Finance & Investments Limited

Extraordinary General Meeting dated February 11, 2022

Landmark - Mumbai University, Kalina, Santacruz (East)



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/>

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

Name of the Director	Mr. Birendra Kumar
Date of Birth	April 29, 1942
Age	80 years
Date of first Appointment on the Board	January 21, 2022
No. of Board Meetings attended during the financial year ended March 31, 2021	Not Applicable
Qualification & Experience	<p>Master's in mathematics from St Stephens College University of Delhi. He is also Certified Associate of Indian Institute of Banking. Over five decades of rich and diverse experience in commercial, credit, investment & international banking in India and abroad.</p>
Directorships held in other companies	<ol style="list-style-type: none"> 1. Advait ARC Private Limited; 2. Wisler Investment Management Private Limited; 3. Edelweiss Securities Limited
Memberships / Chairmanships of Committees of other Boards	Nil
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