

Notice is hereby given that an Extraordinary General Meeting of the Members of Edelweiss Finance & Investments Limited will be held on Friday, February 12, 2021 at 4:00 p.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T Road, Kalina, Mumbai- 400 098 to transact the following business: -

1. Issue of Non-Convertible Debentures on a Private Placement Basis

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 Debt Securities) Regulations, 2008 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. Alteration to the Objects Clause of the Memorandum of Association

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 Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder ("the Act") and subject to receipt of necessary approvals, if any, the approval of the members of the Company be and is hereby accorded for alteration of the Memorandum of Association of the Company by inserting the following new Clause 102 after the existing Clause 101:-

- '102 - To provide advisory services relating to the Employees' Stock Options (by whatever name called) (ESOP) from the designing of the ESOP Plan to the implementation thereof which would inter alia include review of the compliances with the applicable laws and development of the software systems for implementation of the Plan."

FURTHER RESOLVED that subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as they may, in its absolute discretion, deem necessary 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."

By Order of the Board
Edelweiss Finance & investments Limited



Pooja Doshi
Company Secretary

Mumbai, February 10, 2021

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

CIN: U67120MH1994PLC286057

Email: EWM.Secretarial@edelweissfin.com

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is attached herewith.
3. A Route Map along with Prominent Landmark for easy location to reach the venue of Extraordinary General Meeting is annexed with the notice of Extraordinary General Meeting.

Annexure to the Notice dated February 10, 2021

**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 17, 2020, 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 Item No. 1 of 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 February 10, 2021. 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 Item No. 1 of the Notice herein shall remain in force for a period of 1 year from date of passing the Resolution.

The Board recommends the passing of the Special Resolution set out in Item No. 1 of the Notice.

None of the Directors and the Key Managerial Personnel and their relatives are interested or concerned in any manner in this item of business, except to the extent the NCDs may be subscribed by them.

Item No. 2:-

The Company is engaged in the business of providing ESOP Financing and has employees of various large corporate as clients. It is therefore considered to prudent to provide the value added services to the corporates by providing advisory services relating to the Employees' Stock Options (by whatever name called) (ESOP) from the designing of the ESOP Plan to the implementation thereof in the manner set out in Item No. 2 of the Notice.

Your Directors recommend the Resolution for adoption by the members.

None of the Directors and their relatives are interested or concerned, in any manner, whatsoever, in any matter in this item of business.

By Order of the Board
Edelweiss Finance & investments Limited



Pooja Doshi
Company Secretary

Mumbai, February 10, 2021

Registered Office:
Edelweiss House, Off C.S.T Road,
Kalina, Mumbai- 400 098
CIN: 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

CIN: U67120MH1994PLC286057

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 12, 2021 at 4:00 p.m. at 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
Special Business			
1.	Issue of Non-Convertible Debenture on a Private Placement basis		
2.	Alteration to the Objects Clause of the Memorandum of Association		

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

Affix Revenue Stamp of Rs. 1/

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

Extraordinary General Meeting to be held on February 12, 2021

Landmark: Napha Tower

