

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED WILL BE HELD ON WEDNESDAY, JULY 25, 2018 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT GROUND FLOOR, TOWER 3, WING B, KOHINOOR CITY MALL, KOHINOOR CITY, KIROL ROAD, KURLA(W), MUMBAI - 400070 TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the report of the Board and the Auditors thereon.
2. To appoint a Director in place of Ms. Shalinee Mimani (07404075), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Auditor

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

#### A. To fill in casual vacancy

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder and as amended from time to time, approval of members of the Company be and is hereby accorded for the appointment of M/s S.R. Batliboi & CO LLP (firm registration no 301003E/E300005) as the Auditors of the Company, with effect from May 23, 2018 in the casual vacancy caused by the resignation of M/s Price Waterhouse, Chartered Accountants LLP (Firm's Registration No. 012754N/N500016), to hold the office till the conclusion of this Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors."

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

#### B. For a term of five years

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and as amended from time to time, approval of members be and is hereby accorded for the appointment of M/s. S. R. Batliboi & Co. LLP (FRN: 301003E/E300005) as the Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting to be held in the year 2023 (subject to ratification of their appointment by the members at every Annual General Meeting), at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors."



#### Edelweiss Retail Finance Limited

Corporate Identity Number: U67120MH1997PLC285490

Registered Office: Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla (West), Mumbai - 400070, Maharashtra;

☎+91 22 4272 2200

Corporate Office: Edelweiss House, Off. C.S.T.Road, Kalina, Mumbai-400098, Maharashtra ☎+91 22 4009 4400 ☎+91 22 4019 4925

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**SPECIAL BUSINESS**

**4. 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 Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time) and all other provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (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) to issue, offer and allot Non-Convertible Debentures (“the Debentures”) with or without security, aggregating to Rs. 1,000 Crores on a private placement basis, in one or more tranches.

**FURTHER RESOLVED** that the Operations Committee of the Board be and is hereby authorized to finalize the terms of offer of the Debentures, offer, issue and allot the Debentures, creation of security and to do all such acts, deeds, matters and things, as may be necessary for giving effect to this Resolution.

**FURTHER RESOLVED** that the Directors of the Company, Chief Financial Officer and Company Secretary be and are hereby severally authorized to negotiate, sign, execute and approve such documents, papers, undertaking, other agreements as may be required including, but not limited to, Private Placement Offer Letter, and to do such other acts, things and deeds as may be necessary in this regard.”

**5. Appointment of Mr. Shrikant Subbarayan as a Director**

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

“RESOLVED that in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Shrikant Subbarayan(DIN: 05225191) who was appointed as an Additional Director on (insert date) and who ceases to hold office as per the provisions of Section 161 of the Companies Act. 2013 at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing the candidature of M. Subbarayan for the office of Director as per the provisions of Section 160 of the Companies Act 2013, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

Mumbai, June 7, 2018

For and on behalf of  
Edelweiss Retail Finance Limited



*Sudipta Majumdar*

**Sudipta Majumdar**  
Company Secretary  
M. No.: ACS 33961

Address: E.P.D.P C.G.H.Society,  
Flat-824, Plot No-19,  
Sector-4, Dwarka,  
New Delhi- 110075

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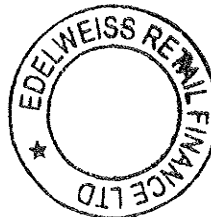
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NOTES:

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 THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. The Annual Report for the year ended March 31, 2018 containing, inter-alia, the Board's Report, Auditors' Report and the audited financial statements are enclosed and are also available at website of the Company.
5. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
6. The Register as prescribed under Companies Act, 2013 will be available for inspection at the AGM.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 9:00 A.M. to 6:00 P.M. except on holidays, upto the date of the Annual General Meeting. Notice is also available at website of the Company <https://www.edelweissretailfin.com>
8. Landmark for location of meeting is Windsor lane .Map of the location is enclosed and posted on website of the Company.

Mumbai, June 7, 2018

For and on behalf of  
Edelweiss Retail Finance Limited



*Sudipta Majumdar*

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Company Secretary  
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Annexure to the Notice dated June 7, 2018 Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

**Item No. 3**

(The explanation for this item is given for the information of the members, though strictly not required as per Section 102 of the Companies Act, 2013)

The Members of the Company at the 20<sup>th</sup> Annual General Meeting ('AGM') held on August 29, 2017, had approved the appointment of M/s. Price Waterhouse, Chartered Accountants LLP (PwC), as the Auditors of the Company for a term of five years, till the conclusion of the 14th AGM to be held in the year 2023.

PwC has since tendered their resignation as the Auditors of the Company, expressing their inability to continue as the Auditors due to other time bound and compelling assignments, resulting in a casual vacancy in the office of the Auditors of the Company, with effect from May 22, 2018, as per Section 139(8) of the Companies Act, 2013 ('the Act').

In accordance with aforesaid provision of the Act, the casual vacancy caused by the resignation of Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the Members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and the confirmation received from M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005) ('SRB') on their eligibility, the Board recommends to the Members the appointment of SRB, as the Auditors of the Company:

- (a) to fill the casual vacancy caused by the resignation of PwC and to hold the office up to the conclusion of this AGM; and
- (b) for a period 5 years from the conclusion of this AGM till the conclusion of the 26<sup>th</sup> AGM of the Company to be held in the year 2023.

**Brief Profile of S. R. Batliboi & Co. LLP:**

S.R. Batliboi & Co. LLP (Firm Registration No. : 301003E/E300005), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1949 and is a limited liability partnership firm (LLP) incorporated in India. Its Registered Office is at 22, Camac Street, Kolkata and has 13 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate and is part of S.R. Batliboi & Affiliates network of firms. The Audit Firm primarily renders audit and assurance services to its clients engaged in Financial Services, Technology, Media, Communication and Industrial, Infrastructure and Consumer Products and its presence spans across various cities in India with 81 partners and over 3,300 professionals.

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

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**Item No. 4**

To meet its financial requirements, the Company has been raising funds by issue of Non-Convertible Debentures on a private placement basis.

Pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to the Non-convertible Debentures (NCDs) on a private placement basis, is required to obtain prior approval of the members by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution under Section 42 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis during the year, in one or more tranches, whether secured or unsecured, up to an aggregate amount of Rs. 1000 crores.

The Directors recommend the Resolution at item no. 4 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business.

**Item No. 5**

Mr. Shrikant Subbarayan was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 23, 2018, with immediate effect. In accordance with the provisions of Section 161 of the Companies Act, 2013, Ms. Shrikant Subbarayan will hold the office upto the date of the ensuing Annual General Meeting.

The Company in pursuance to the provisions of Section 160 of the Companies Act, 2013 has received a notice from shareholders proposing the candidature of Mr. Subbarayan as a Director of the Company, liable to retire by rotation.

Mr. Shrikant Subbarayan is the Chief Corporate Controller and Head of Group Risk at Edelweiss Financial Services Limited. At Edelweiss, he provides group level oversight of risk and control structure. In addition, he is also responsible for identifying opportunities in terms of strategy, people, process and technology within Edelweiss. He is also a member of Edelweiss Management Committee.

Prior to joining Edelweiss, he was associated with Financial Technologies, MCX & NCDEX. As President - Financial Technologies, he was primarily responsible for setting up Singapore Mercantile Exchange - SMX. In his role as "Principal Advisor" at MCX - SX and as Chief Business Officer at NCDEX, he was known to be the brains behind the business and successfully created billion dollar businesses within a year. He also founded UNNATI, a 'Venture Catalyst' firm with the vision of 'Nurturing Business, Creating Value', a novel concept to infuse management capital as a catalyst to help businesses attain their potential.

Shrikant has a unique skill set encompassing 360 degrees understanding of the financial markets - the exchange perspective, the industry perspective and the trader's perspective. Widely regarded as one

**Edelweiss Retail Finance Limited**

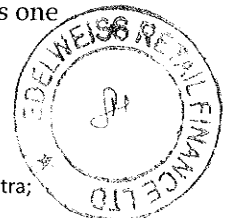
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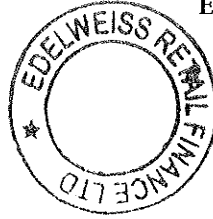


of the father figures and has been instrumental in developing India's financial markets, viz commodity markets and currency derivatives. His deep product insight has earned him respect in the industry circles and that coupled with keen market insights has resulted in both these markets growing rapidly. He is MBA, Finance from S.P. Jain Institute of Management & Research.

The Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval.

None of the Directors except Mr. Subbarayan or any Key Managerial person of the Company or any of their relatives are concerned or interested in this item of business.

Mumbai, June 7, 2018



For and on behalf of  
Edelweiss Retail Finance Limited

*Sudipta Majumdar*

Sudipta Majumdar  
Company Secretary  
M. No.: ACS 33961

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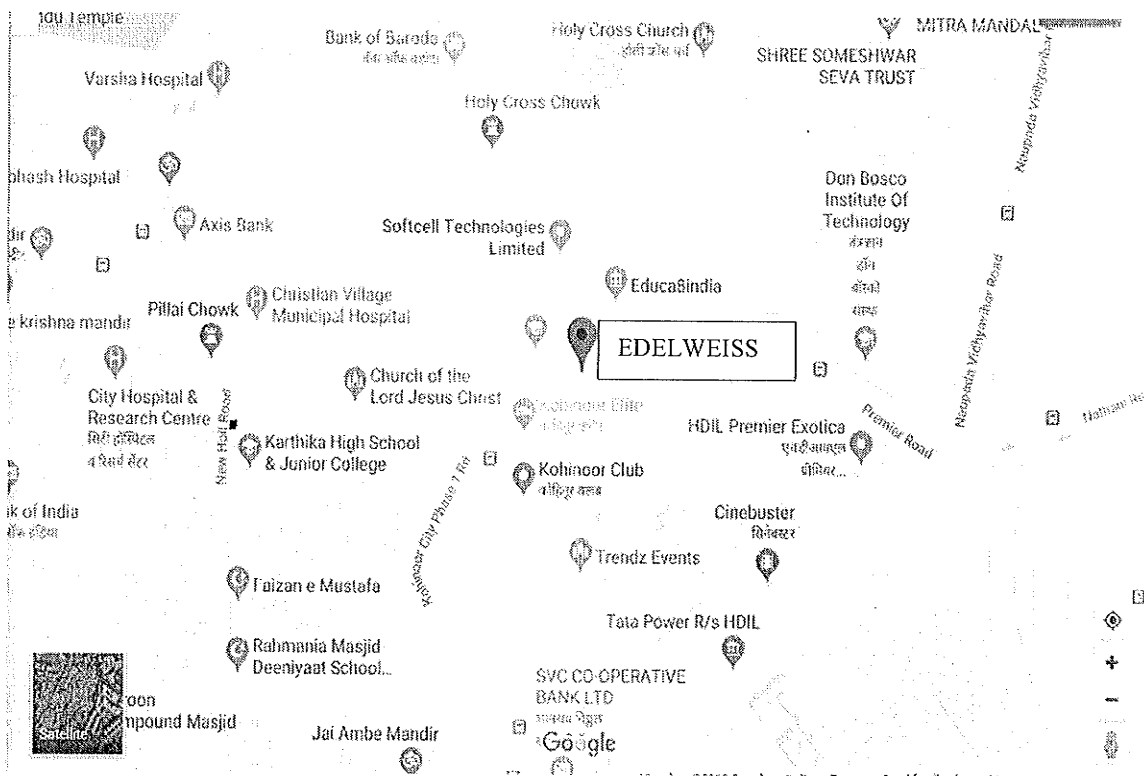
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**ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING  
JULY 25, 2018**

**AGM Venue:**

Ground Floor, Tower 3,  
Wing B, Kohinoor City Mali,  
Kohinoor City, Kirool Road,  
Kurla (W), Mumbai - 400070.



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Form No. MGT 11

Proxy Form

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

CIN: U67120MH1997PLC285490

Name of the Company : Edelweiss Retail Finance Limited

Registered office: Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirof Road, Kurla (West), Mumbai - 400070, Maharashtra

Name of the member (s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the shareholder(s) of .....shares of the above named company, hereby appoint:

Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

as my proxy to attend and vote (on poll) for me/us and my/our behalf at the.....at the Annual General Meeting/Extraordinary General Meeting of the Company to be held on the.....day of.....at.....a.m./p.m at..... (place) and any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

Signed this.....day of..... 2018

Signature of Shareholder(s)

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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