

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED TO BE HELD ON AUGUST 29, 2017 AT 12:00 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 BUSINESSES:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2017 together with the report of the Board and the Auditors thereon.
2. To appoint a Director in place of Mr. Anil Kothuri (00177945), 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

"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, M/s. Price Waterhouse, Chartered Accountants LLP (Firm Registration No. 012754N/N500016) be and are hereby appointed 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 25th Annual General Meeting to be held in the year 2022 (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."

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 Operation 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, Mr. Vineet Mahajan, and Ms. Sudipta Majumdar 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. Increase in Borrowing Limits of the Company

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

"RESOLVED that in supersession of the earlier resolution passed by the Members in their meeting held on August 29, 2016, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Operations Committee which the Board have constituted to exercise the powers conferred by this Resolution) to pledge, mortgage and/or charge by the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, Debenture Trustees and other Investing agencies provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 3,000 Crores (Rupees Three Thousand Crores only) at any time.

FURTHER RESOLVED that the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

6. Power to create charge on the assets of 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 other applicable provisions, if any, of the Act, the Company hereby accords its consent to the Board to mortgage and/or create charge in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the bank, financial institution, lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and



convertible/non- convertible securities (including fully/partly convertible debentures and/or non-convertible debentures, issued/to be issued by the Company upto the limits approved under Section 180 (1) (c) of the Act together with all interest thereon, commitment charge, costs, charges, expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of foreign currencies, if any, involved and all other moneys payable by the Company to bank, financial institution, lender(s), agent(s) and trustee(s) in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances.

FURTHER RESOLVED that the Board/the Operations Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

For and on behalf of
Edelweiss Retail Finance Limited

Mumbai, May 16, 2017

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



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, 2017 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.

**For and on behalf of
Edelweiss Retail Finance Limited**

Mumbai, May 16, 2017

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**



Annexure to the Notice dated May 16, 2017 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 Board at its meeting held on May 16, 2017 took on record the intimation received from the Auditors of the Company viz., BSR & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No.116231W/W-100024), expressing their inability to continue as Auditors of the Company from the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of the Audit Committee and the confirmation received from M/s. Price Waterhouse, Chartered Accountants LLP (FRN: 012754N/N500016) on their eligibility, the Board has recommended the appointment of M/s. Price Waterhouse, Chartered Accountants LLP, as the Auditors of the Company from the conclusion of this AGM till the conclusion of the 25th AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM).

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

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 & 6

The Members at their Extraordinary General Meeting of the Company held on August 29, 2016 had authorized the Board of Directors of the Company for borrowing moneys in excess of its paid-up share capital and free reserves up to Rs. 2500 crores.

In view of the projected business volume, it is proposed to enhance the borrowing limit of the Company to Rs. 3000 crores to ensure smooth business operations.

The Directors recommend the Resolution at item no. 5 & 6 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.

For and on behalf of
Edelweiss Retail Finance Limited

Mumbai, May 16, 2017

Sudipta Majumdar

Sudipta Majumdar
Company Secretary

M. No.: ACS 33961

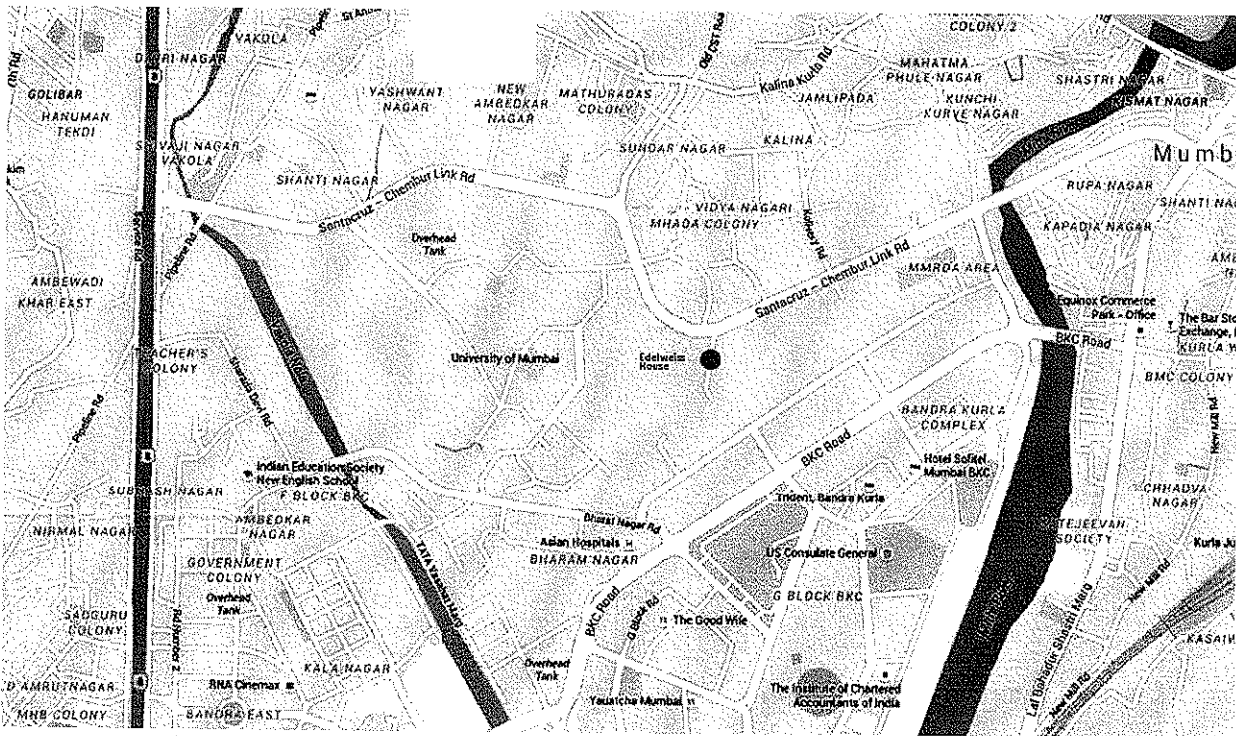
Address: E.P.D.P.C.G.H.Society,
Flat-824, Plot No-19, Sector-4,
Dwarka, New Delhi- 110075



ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING
August 29, 2017

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

Prominent Landmark: University of Mumbai, Kalina



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: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400098

Name of the member (s):
 Registered Address:
 E-mail Id:
 Folio No./Client Id:
 DP ID:

I/We, being the shareholder(s) ofshares 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

Name:
 Address:
 E-mail Id:
 Signature: _____

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.....
- 6.....

Signed this.....day of..... 2017

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.