

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 30, 2019 AT 11:00 A.M. AT A SHORTER NOTICE 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, 2019 together with the report of the Board and the Auditors thereon.
2. To appoint a Director in place of Mr. K. Siddharth (DIN: 02463804), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Sanjay Shah as Independent Director of the Company for the Second term of 3 years

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, Mr. Sanjay Shah (DIN: 00003142), an Independent Director of the Company, who has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of 3 years with effect from the conclusion of the 22nd Annual General Meeting of the Company till the conclusion of the 25th Annual General Meeting to be held in the year 2022.”

4. Appointment of Mr. Mitul Shah as Independent Director of the Company for the Second term of 3 years

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, Mr. Mitul Shah (07122551), an Independent Director of the Company, who

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has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby reappointed as an Independent Director of the Company for a term of 3 years with effect from the conclusion of the 22nd Annual General Meeting of the Company till the conclusion of the 25th Annual General Meeting to be held in the year 2022.”

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

Sd/-
Amit Pandey
Company Secretary
Membership No. A49075

Date: September 26, 2019
Place Mumbai
Registered Office Address: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City
Kirol Road, Kurla (W), Mumbai - 400 070.
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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, 2019 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>

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8. Landmark for location of meeting is Kohinoor City Mall. Map of the location is enclosed and posted on website of the Company.

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Annexure to the Notice dated September 26, 2019
Explanatory Statement pursuant to the provisions of
Section 102 of the Companies Act, 2013

1. Appointment of Mr. Sanjay Nathalal Shah as an Independent Director for the second term of 3 years

Mr. Sanjay Shah had been appointed as an Independent Director of the Company w.e.f. March 15, 2016 for a period of three years. His tenure as an Independent Director of the Company expired on March 15, 2019.

In terms of the provisions of section 149 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, the Members of the Company had at their meeting held on September 30, 2016 approved the appointment of Mr. Sanjay Shah as an Independent Director for a period of 3 years up to March 15, 2019.

Further, as per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a Special Resolution by Members.

It is proposed to appoint Mr. Sanjay Shah as an Independent Director of the Company from the conclusion of the 22nd Annual General Meeting of the Company till the conclusion of the 25th Annual General Meeting to be held in the year 2022.

The Company has received an intimation from Mr. Sanjay Shah that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and a declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. The Company has also received his consent to continue as an Independent Director.

In the opinion of the Board, Mr. Shah fulfils the conditions for his re-appointment as an Independent Director. The Board considers that his association with the Company would be of immense benefit to the Company and recommends passing the Special Resolution set out in the Notice.

The appointment of Mr. Sanjay Shah has been recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.

Except Mr. Sanjay Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in this item of business.

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Brief profile of Mr. Sanjay Shah and details have been provided hereunder:

Mr. Sanjay Shah is a fellow member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant with vast experience in consultancy of direct taxes, audit, management consultancy, tax consultancy, accounting services and handling corporate affairs in different areas. Mr. Shah also serves on the Board of several companies.

2. Appointment of Mr. Mitul Shah as an Independent Director for the second term of 3 years

Mr. Mitul Shah had been appointed as an Independent Director of the Company w.e.f. March 15, 2016 for a period of three years. His tenure as an Independent Director of the Company expired on March 15, 2019.

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Brief profile of Mr. Mitul Shah and details have been provided hereunder:

Mr. Mitul Shah is a fellow member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant with rich experience in corporate advisory services. He has also served on the Board of several companies.

Details of Directors seeking appointment/ re-appointment at AGM of the Company pursuant to Secretarial Standard on General Meetings (SS-2) are provided on next page.

Particulars	Mr. Sanjay Shah	Mr. Mitul Shah	Mr. K. Siddharth
Age	40 years	56 years	45 years
Date of first appointment	March 15, 2016	March 15, 2016	December 8, 2014
Experience in functional area	Mr. Sanjay Shah is a fellow member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant with vast experience in consultancy of direct taxes, audit, management consultancy, tax consultancy, accounting services and handling corporate affairs in different areas. Mr. Shah also serves on the Board of several companies.	Mr. Mitul Shah is a fellow member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant with rich experience in corporate advisory services. He has also served on the Board of several companies.	Mr. K. Siddharth is a qualified Chartered Accountant with 20 years of wide experience in the financial services sector where he had led key assignments across functions in Operations, Technology, Underwriting, Risk, Accounts, Legal and Compliance, Project Management, Product Management, Retail Banking, Mortgages and Personal Loans
Qualifications	Practicing Chartered Accountant	Practicing Chartered Accountant	Chartered Accountant
Terms and conditions of	Appointed as Non-Executive	Appointed as Non-Executive Independent	Appointed as Non-Executive Director.

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Appointment/ Re- appointment	Independent Director for a period of three years.	Director for a period of three years.	
Remuneration to be paid and Remuneration last drawn	Sitting Fees of Rs. 20,000 per meeting attended of the Board and Committee(s). During the financial year 2018-19, Mr. Sanjay Shah was paid sitting fees of Rs. 0.30 million.	Sitting Fees of Rs. 20,000 per meeting attended of the Board and Committee(s). During the financial year 2018-19, Mr. Mitul Shah was paid sitting fees of Rs. 0.26 million.	Nil
No. of Board Meetings attended during the year	6	6	7
Relationship with other Directors and Key Managerial Personnel	None.	None	None
No of shares held in the Company	Nil	Nil	Nil
Directorship in other companies	Blow Sales Private Limited. Cheerful Dealtrade Private Limited. Marshal Vinimay Private Limited. Edelweiss Finvest Private Limited. Styrax Commodities Limited. Palsmith Advisors Private Limited. Falcom Realty Private Limited. Thehouse Enterprise	None	Edelweiss Housing Finance Limited

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	Technologies Private Limited.		
Membership/ Chairmanship of Committees of other public limited companies.	<p>In StyraX Commodities Limited. Member of :</p> <ol style="list-style-type: none"> 1.Audit Committee 2.Nomination and Remuneration Committee 3.CSR Committee <p>In Edelweiss Finvest Private Limited. Member of:</p> <ol style="list-style-type: none"> 1.Audit Committee 2. Nomination and Remuneration Committee 	None	<p>In Edelweiss Housing Finance Limited. Member of :</p> <ol style="list-style-type: none"> 1.Audit Committee 2.Nomination and Remuneration Committee 3.CSR Committee

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

Sd/-
Amit Pandey
Company Secretary
 Membership No. A49075

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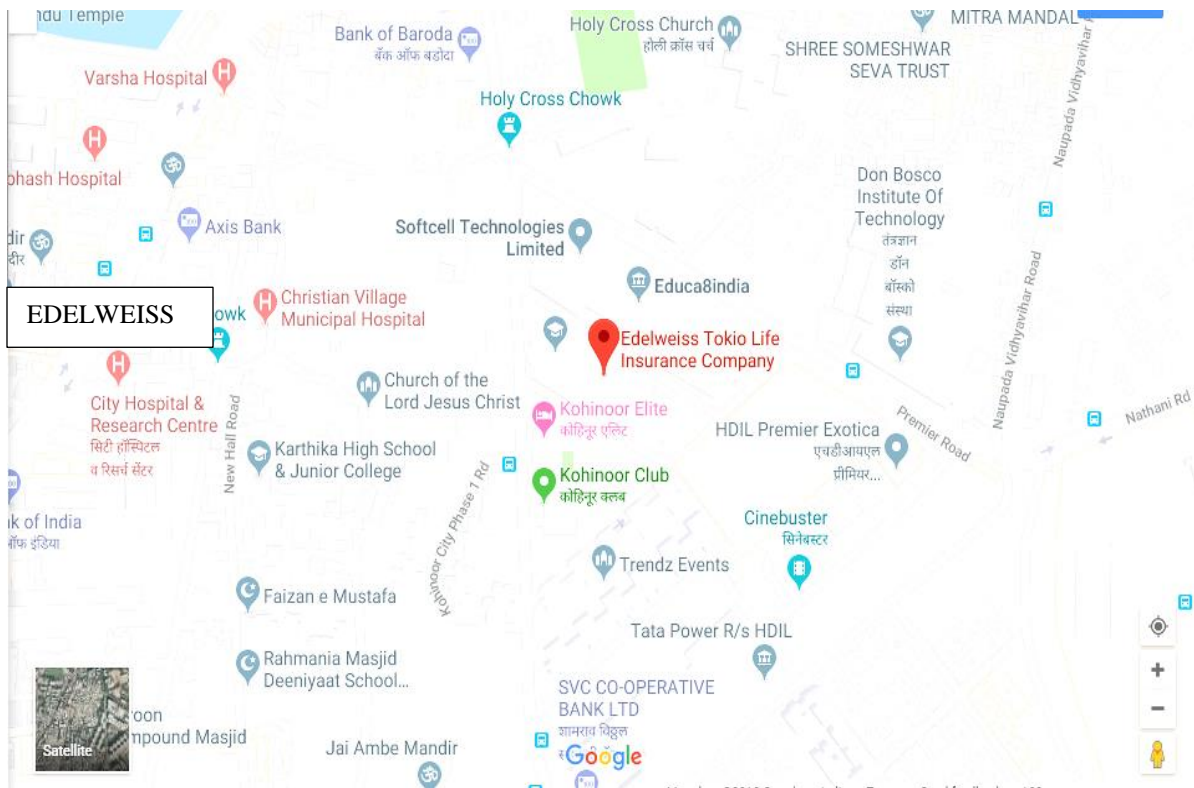
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ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING
SEPTEMBER 30, 2019

AGM Venue:
Ground Floor, Tower 3,
Wing B, Kohinoor City Mall,
Kohinoor City, Kirol Road,
Kurla (W), Mumbai – 400070.



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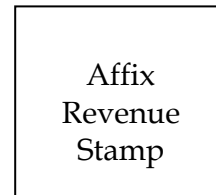
**Registered Office: Ground Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City,
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PROXY FORM

Registered Folio _____

I/We _____s/o, w/o, d/o _____residing at _____being a Member(s) of the above named Company hereby appoint Mr. / Ms. _____ residing at _____ or failing him/her Mr./Ms. _____ residing at _____ as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 30th day of September, 2019 at 11:00 a.m. at the registered office of the Company and at any adjournment thereof.

Signed this _____day of _____, 2019



Signature
(Please sign across the Stamp)

Note: -This form in order to be valid should be duly stamped, completed and signed and must reach the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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