

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO. 2 /2019-2020) OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED WILL BE HELD ON THURSDAY, FEBRUARY 6, 2020 AT 4 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER 3, WING B, KOHINOOR CITY MALL, KOHINOOR CITY, KIROL ROAD, KURLA(W), MUMBAI, 400070 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

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**Appointment of Ms. Shilpa Gattani as a Non-executive Director of the Company**

**To consider and if thought fit, to pass, with or without modification/(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED that pursuant to Sections 149, 152, 174 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Rules framed thereunder, Ms Shilpa Gattani (DIN 05124763), be and is hereby appointed as Director liable to retire by rotation.”**

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



**Amit Pandey  
Company Secretary  
Membership No.: A49075**

**Mumbai, February 6, 2020**

**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

www.edelweissretailfin.com

**Explanatory Statement pursuant to the provisions of Section 102  
of the Companies Act, 2013, annexure to and forming part of the Notice**

**The following Explanatory Statement relating to the accompanying Notice sets out all material facts:**

The Board of Directors of the Company at its meeting held on September 26, 2019 had subject to the approval of the Reserve Bank of India, appointed Ms. Shilpa Gattani as Director of the Company. RBI vide its letter dated December 31, 2019 accorded its approval for the appointment of Ms. Shilpa Gattani as Director on the Board of the Company.

Further, Mr. Sanjay Shah, an Independent Director, on the Board of the Company resigned with effect from January 14, 2020. Accordingly, the Board of the Company comprises of 2 Directors namely Mr. Mitul Shah and Mr. K Siddharth, below the statutory minimum of 3 Directors prescribed under the Companies Act, 2013 and the Rules framed thereunder (the Act).

Further, as per the provisions of the Act and the Articles of Association, where the number of Directors have fallen below the minimum number of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to the statutory minimum. Therefore, it is proposed to convene an Extraordinary General Meeting of the members to increase the number of Directors to 3 by appointing Ms. Shilpa Gattani as Director of the Company.

The Board recommends the Resolution set forth in the Notice for the approval of the members as an Ordinary Resolution.

None of the Directors, Key management personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out in the Notice.

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



**Amit Pandey  
Company Secretary  
Membership No.: A49075**

**Mumbai, February 6, 2020**

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