

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO. 1/2020-21) OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED WILL BE HELD ON FRIDAY, OCTOBER 23, 2020 AT 04:00 P.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

1. Alteration to the Objects Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and such applicable laws, Rules, Regulations, Guidelines, circulars, if any (including any modification or re-enactment thereof and other applicable provisions thereof for the time being in force) and subject to such other statutory approvals / consents from competent authorities as may be deemed necessary, consent of the Board of Directors of the Company be and is hereby accorded to alter the objects clause of the Memorandum of Association by inserting the following Clause No 35 under sub-head B ‘Objects incidental or Ancillary to attainment of main objects:’, along with the present clause, if any, and adoption of the altered Memorandum of Association of the Company:

35. To acquire, take up, manage, sponsor, settle, invest, hold, lend, sell and deal in investments in securities and other property of any kind and advise in relation thereto on behalf of individuals, trusts, pension funds, charities, associations, registered societies, unit trusts, mutual funds, offshore Mutual Funds, pooled Investment funds, alternate investment funds, and other persons or bodies of persons whether incorporated or not; to promote, sponsor, settle, establish, manage and carry on any trust scheme, mutual fund operation, alternate investment funds, investment or pool of or concerning any shares, stocks, debentures, debenture stocks, bonds, units, loans, obligations, securitized debt, promissory notes, participation certificates, policies, money market investments securities of the Government, State, Company, Corporation, Municipal or Local or other Body or Authority or obligations or other securities or investments of any kind or description; and to acquire or enter into or deal in any derivative, option, swap or other contract of similar nature whether in India or abroad, and such other activities as may be approved by the Securities and Exchange Board of India.

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 Fax: +91 22 4019 4925

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FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

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

Mumbai, October 23, 2020

Registered Office:

Ground Floor, Tower 3,
Wing B, Kohinoor City Mall,
Kohinoor City, Kiroli Road,
Kurla(W), Mumbai – 400070
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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. PROXY SHALL NOT VOTE EXCEPT ON A POLL. A PERSON CAN ACT AS PROXY FOR AND ON BEHALF OF A MAXIMUM OF FIFTY (50) MEMBERS NOT HOLDING, IN AGGREGATE, MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING ('EGM') IS ENCLOSED HERewith. 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 and forms part of the notice.
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 Extra-Ordinary General Meeting.
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
5. This meeting is being convened at a shorter notice with the consent of majority in number of members entitled to vote and who represent not less than 95% of such part of the paid-up share capital of the Company as gives a right to vote at the meeting in accordance with Section 101 of the Companies Act, 2013.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m., up to the date of this Meeting.
7. The route map showing directions to reach the venue of the General meeting is annexed.

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**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:

Item No. 1:

In order to ensure optimal utilisation of its Resources, the Company keeps on looking for alternative business opportunities. As part of the same, the Company is proposing to act as a Settlor, Sponsor and Investment Manager to various Alternative Investment Funds and to engage in such other activities relating to the Alternative Investment Fund business as permitted under the applicable laws.

To enable the Company to undertake the above activities would require alteration of the its Memorandum of Association.

In view of the same the Company proposes to alter its Memorandum of Association by way of adding the following Clause No - 35 under sub-head B 'Objects incidental or Ancillary to attainment of main objects:' along with the present Clauses:

35. To act as a Settlor, Sponsor and Investment Manager to the Alternative Investment Funds and to engage in such other activities relating to the Alternative Investment Fund business as permitted under the applicable laws. To acquire, take up, manage, sponsor, settle, invest, hold, lend, sell and deal in investments in securities and other property of any kind and advise in relation thereto on behalf of individuals, trusts, pension funds, charities, associations, registered societies, unit trusts, mutual funds, offshore Mutual Funds, pooled Investment funds, alternate investment funds, and other persons or bodies of persons whether incorporated or not; to promote, sponsor, settle, establish, manage and carry on any trust scheme, mutual fund operation, alternate investment funds, investment or pool of or concerning any shares, stocks, debentures, debenture stocks, bonds, units, loans, obligations, securitized debt, promissory notes, participation certificates, policies, money market investments securities of the Government, State, Company, Corporation, Municipal or Local or other Body or Authority or obligations or other securities or investments of any kind or description; and to acquire or enter into or deal in any derivative, option, swap or other contract of similar nature whether in India or abroad, and such other activities as may be approved by the Securities and Exchange Board of India.

The Board recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

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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 item no. 1 of the Notice.

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

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

Registered Office:
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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the Member attending (in block letters): _____

Name of the Proxy: _____
(To be filled in, if the proxy form has been duly deposited with the Company)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Friday, October 23, 2020 at 04.00 p.m. at Registered Office of the Company at Ground Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla(W), Mumbai – 400070

No. of Shares held : _____

DP ID/Client ID No. : _____

Regd. Folio No. : _____

Member's/Proxy's Signature : _____

- Only Member/Proxy holder can attend the Meeting.
- Member/Proxy holder should bring his/her copy of the Notice and/or Annual Report for reference at the Meeting.

Signed this _____ day of _____, 2020

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PROXY FORM

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

Name of the Members(s): _____

Registered address: _____

E-mail Id: _____

Folio No. / Client ID No.: _____ DP ID No. _____

I/ We, being the member(s) holding _____ Equity Shares of the above named Company hereby appoint:

1. Name: _____ Email Id: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ Email Id: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____ Email Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, October 23, 2020 at 04.00 p.m. at Registered office of the Company at Ground Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiroh Road, Kurla (W), Mumbai - 400070, India and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Particulars of Resolution
1.	Alteration to the Objects Clause of the Memorandum of Association of the Company

Signed this ____ day of _____ 2020

Signature of shareholder _____

Signature of Proxy holder(s) _____



Note:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Ground Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiroh Road, Kurla (W), Mumbai - 400070, India, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself

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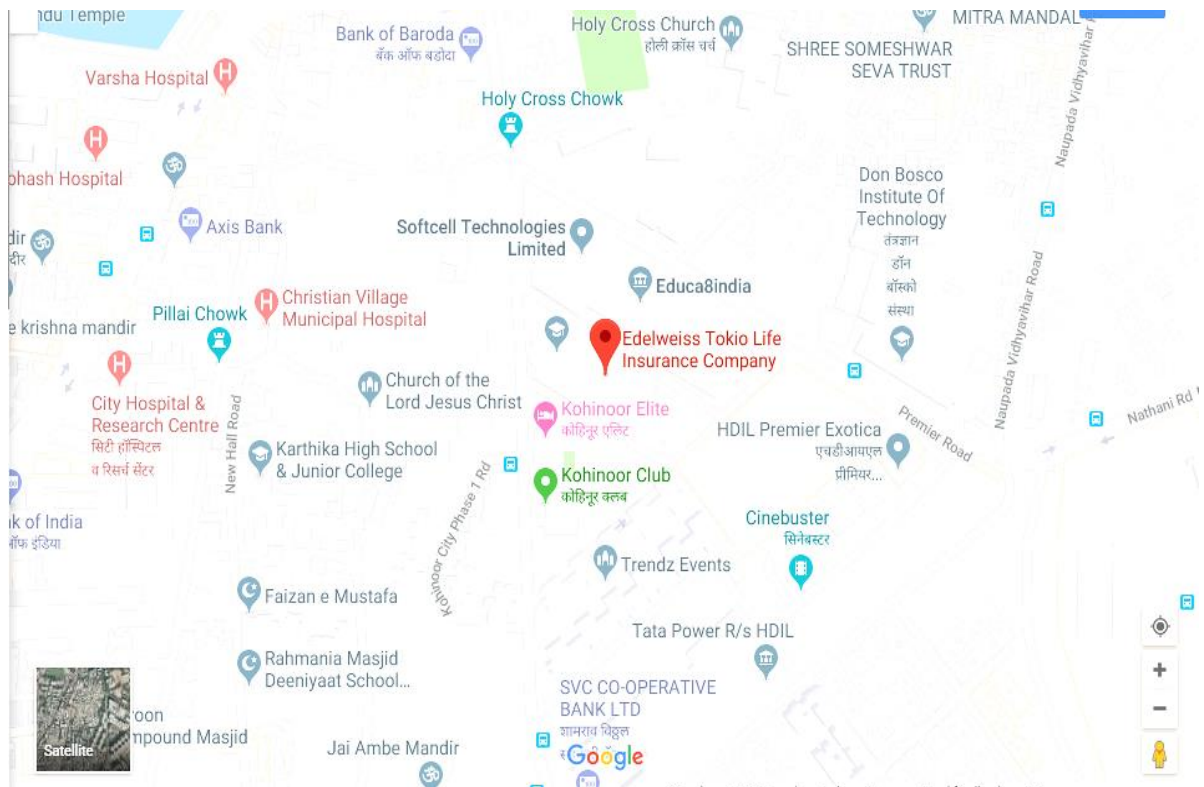
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ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF EDELWEISS RETAILs FINANCE LIMITED



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