

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Edelweiss Retail Finance Limited (“the Company”) will be held on Friday, September 24, 2021 at 2:00 pm at the Corporate Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098 to transact the following business: -

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Mr. Phanindranath Kakarla (DIN: 02076676), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Dr. Vinod Anand Juneja as an Independent Director**

To consider and, if thought fit, to pass, with or without modification/(s), the following resolution as an Ordinary 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 Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force, recommendation and approval of Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Dr. Vinod Anand Juneja (DIN: 00044311), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, who was appointed by the Board of Directors of the Company as an Additional Director (Independent Director) and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a director of the Company being eligible, be and is hereby appointed as an Independent Director of the Company to hold the office upto conclusion of the Annual General Meeting of the Company to be held in the year 2024 and he shall not be liable to retire by rotation.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution.”

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

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4. Issue of Non-Convertible Debentures

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

“RESOLVED THAT that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI Rules and Regulations, as amended from time to time and pursuant to the provisions of relevant Reserve Bank of India (RBI) Directions and further subject to the provisions of any other applicable statutes, Regulations, if any, including any statutory modification(s) or re-enactment thereof, and the provisions of the Memorandum & Articles of Association of the Company and subject to the approvals, consents, permissions, exemptions and /or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, approval of the Members 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 any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to issue, offer and allot Non-Convertible Debentures (“the Debentures”) secured, unsecured, fixed rate or market/ benchmark linked and/or including but not limited to Subordinate Bonds, perpetual debt instrument which may or may not be classified as being additional Tier I or Tier II capital under the provisions of the RBI Master Direction, on private placement basis, listed and/or unlisted, aggregating to Rs. 1000 crores (Rupees One Thousand Crores only), during a period of one year from October 1, 2021 to September 30, 2022, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of the Company as amended, from time to time.

FURTHER RESOLVED that subject to and in accordance with the provisions of the Act, the Board of Directors of the Company (which term includes any Committee constituted by the Board) be and is hereby authorised on behalf of the Company to do

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all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the members of the Company.”

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

**Jignesh Gaglani
Company Secretary
Membership No: ACS 43583**

Place: Mumbai

Date: September 2, 2021

Registered Office:

Tower 3, Wing B, Kohinoor City Mall, Kohinoor
Kiroi Road, Kurla (W), Mumbai - 400 070
CIN: U67120MH1997PLC285490

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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 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. 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. The aforesaid documents will also be available for inspection at the General Meeting.
6. The route map showing directions to reach the venue of the General meeting is annexed.

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EXPLANATORY STATEMENT TO AGENDA ITEMS

Item No. 1:-

The Standalone Financial Statements of the Company for the financial year ended March 31, 2021 are laid before the Annual General Meeting (AGM) of the Company for consideration and adoption by the Members in accordance with the provisions of Section 129 of the Companies Act, 2013.

The Board recommends for approval by the Members the Resolution as set out at Item No. 1 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 1 of the Notice.

Item No. 2: -

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Phanindranath Kakarla retires by rotation at this AGM and, being eligible, offers himself for re-appointment.

The Board recommends for approval by the Members the Resolution as set out at Item No. 2 of the Notice as Ordinary Resolution.

Except Mr. Phanindranath Kakarla, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 2 of the Notice.

Item No. 3:-

Based on the recommendation of Nomination & Remuneration Committee (NRC), Board of Directors of the Company approved appointment of Dr. Vinod Anand Juneja as an Additional Independent Director of the Company, pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 with effect from May 15, 2021 till the conclusion of the ensuing Annual General Meeting. The Board proposed appointment of Dr. Vinod Anand Juneja as an Independent Director, not liable to retire by rotation, to hold office till conclusion of the Annual General Meeting of the Company to be held in the year 2024. NRC confirms that Dr. Vinod Anand Juneja satisfies the fit and proper criteria as prescribed under the RBI Master Direction Master Direction RBI/DNBR/2016-17/45 DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 on Non-Banking

Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Dr. Vinod Juneja, aged 70 years, holds the degree of Bachelor of Law and PhD. He has a rich and varied experience of more than 3 decades in the Banking Industry and has worked with various domestic and international banks in senior positions. In recognition of his services, Dr. Juneja was conferred with various awards which inter alia include Udyog Ratna Award, Bharat Gaurav Award, Gold Star Award, International Gold Star Award, Achievers Excellence Award. In accordance with the Secretarial Standards, the other details relating to Dr. Vinod Juneja are enclosed herewith and forms part of this explanatory Statement.

In accordance with the provisions of Section 149, 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 the appointment of Dr. Vinod Juneja, as Independent Director to hold office till the conclusion of the Annual General Meeting of the Company to be held in the year 2024, is now being placed before the Members for their approval.

Dr. Vinod Juneja has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. Accordingly, in the opinion of the Board, he fulfils the conditions specified in the Act for such an appointment.

Considering the experience of Dr. Vinod Juneja, the Board recommends the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members by way of Ordinary Resolution.

None of the Directors (except Dr. Vinod Juneja and/or his relatives), Key Managerial Personnel of the Company and/or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, as set out at Item No. 3 of the Notice.

Item No. 4:-

The Members of the Company had at the Annual General Meeting held on December 15, 2020, by way of a Special Resolution, authorised the Board of Directors of the Company (which term includes any Committee constituted by the Board to exercise its powers including the powers conferred by the Resolution) to issue Non-Convertible Debentures ("Debentures") on a private placement basis up to an amount not exceeding Rs. 1,000 Crores (Rupees One thousand crores only), in one or more tranches, and the said approval will remain valid till September 30, 2021.

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In order to meet the fund requirements, the Company proposes to continue to issue and allot, from time to time, secured/ unsecured/ perpetual/ Tier-II subordinated NCDs on a Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, relevant provisions of the Reserve Bank of India (RBI) Directions, Rules and Regulations, if any, as applicable, up to an amount not exceeding Rs. 1000 Crores (Rupees One thousand crores only). The NCDs may be issued at par or at a premium and may be listed on the Stock Exchange(s), on such other terms and conditions as the Board or the Committee may determine. Towards that, the Company hereby seeks approval of the Members by way of a Special Resolution.

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as under:

a) Particulars of offer including date of passing the Board Resolution:

Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 1000 Crores, in one or more tranches, had been passed by the Board in its meeting held on June 10, 2021. The particulars of each offer shall be determined by the Board (including any committee duly authorized by the Board thereof), from time to time;

b) Kind of Securities offered and the price at which security is being offered:

Kind of securities offered and issue Price of Non-Convertible Debentures (NCDs) shall be determined at the time of issue of respective series/ tranche of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of non-convertible debentures in general.

c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Not Applicable at this stage

d) Name and address of valuer who performed valuation:

Not Applicable at this stage.

e) Amount which the company intends to raise by way of such securities:

Amount aggregating upto Rs. 1000 Crores (Rupees One Thousand Crores only) in one or more tranches.

f) Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:

The Board or the Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

The Special Resolution set out herein shall remain in force for the period of one year commencing from October 1, 2021 to September 30, 2022.

The Board 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 personnel of the Company and/or any of their relatives have any particular interest or concern in this item of business except to the extent of the securities, if any, which are/ may be held/subscribed by them.

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

**Jignesh Gaglani
Company Secretary
Membership No: ACS 43583**

Place: Mumbai

Date: September 2, 2021

Registered Office:

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Kirol Road, Kurla (W), Mumbai - 400 070

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

Particulars	Mr. Phanindranath Kakarla	Dr. Vinod Anand Juneja
Age	54 years	70 years
Date of first appointment	September 15, 2020	May 15, 2021
Experience in functional area	Mr. Kakarla has spent close to two decades in the financial services industry with comprehensive experience in Banking - Credit Risk, Distressed Debt Recovery, Finance, Operations and Relationship Management in Wholesale Lending, Corporate & Transaction Banking and Asset Management. He also has expertise in driving organizational transformation (across people, process and technology) and building and leading high performance finance / operations teams across various geographies. His past experience covers a gamut of leading banks like HSBC, JPMorganChase, Deutsche Bank & ING. He has been with the Edelweiss Group for over 5 years wherein he has done various roles including Head of Centralised Services Group and Head of Group HR. He is currently the COO of ECL Finance Limited.	Dr. Juneja has a rich and varied experience of more than 3 decades in the Banking Industry and has worked with various domestic and international banks in senior positions. In recognition of his services, Dr. Juneja was conferred with various awards which inter alia include Udyog Ratna Award, Bharat Gaurav Award, Gold Star Award, International Gold Star Award, Achievers Excellence Award.

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Qualifications	IIM Calcutta and IIT Mumbai alumni.	Degree of Bachelor of Law and PhD
Terms and conditions of Appointment/ Re-appointment	Appointed as a Non-executive Director liable to retire by rotation.	Appointed as an Independent Director till the conclusion of the Annual General Meeting of the Company to be held in the year 2024.
Remuneration to be paid and Remuneration last drawn	Nil	Nil
No. of Board Meetings attended during the year	2	NA
Relationship with other Directors and Key Managerial Personnel	None	None
No of shares held in the Company	Nil	Nil
Directorship in other companies	Edelweiss Housing Finance Limited	<ol style="list-style-type: none"> 1. Shristri Infrastructure Development Corporation Limited 2. Shyam Telecom Limited 3. Edelweiss Rural & Corporate Services Limited 4. Edel Finance Company Limited 5. Ecap Equities Limited 6. Evyavan Capital Advisors Limited 7. SREI Capital Markets Limited

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Membership/ Chairmanship of Committees of other public limited companies.	Nil	<p>Edelweiss Rural & Corporate Services Limited Member of:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Nomination & Remuneration Committee <p>Edel Finance Company Limited Member of:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Group Risk Management Committee <p>Ecap Equities Limited Member of:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Nomination & Remuneration Committee
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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 24th Annual General Meeting of the Company to be held on Friday, September 24, 2021 at 2:00 pm at Corporate Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, India.

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 _____, 2021

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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 24th Annual General Meeting of the Company to be held on Friday, September 24, 2021 at 2:00 pm Corporate office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, India and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Particulars of Motion
1.	Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board and the Auditors thereon
2.	Re-appointment of Mr. Phanindranath Kakarla as a Director
3.	Appointment of Dr. Vinod Anand Juneja as an Independent Director
4.	Issue of Non-Convertible Debentures

Signed this ____ day of _____ 2021
 Signature of shareholder _____
 Signature of Proxy holder(s) _____

Affix Revenue Stamp

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Note:

1. This Form in order to be effective should be duly completed and deposited at the Corporate Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, 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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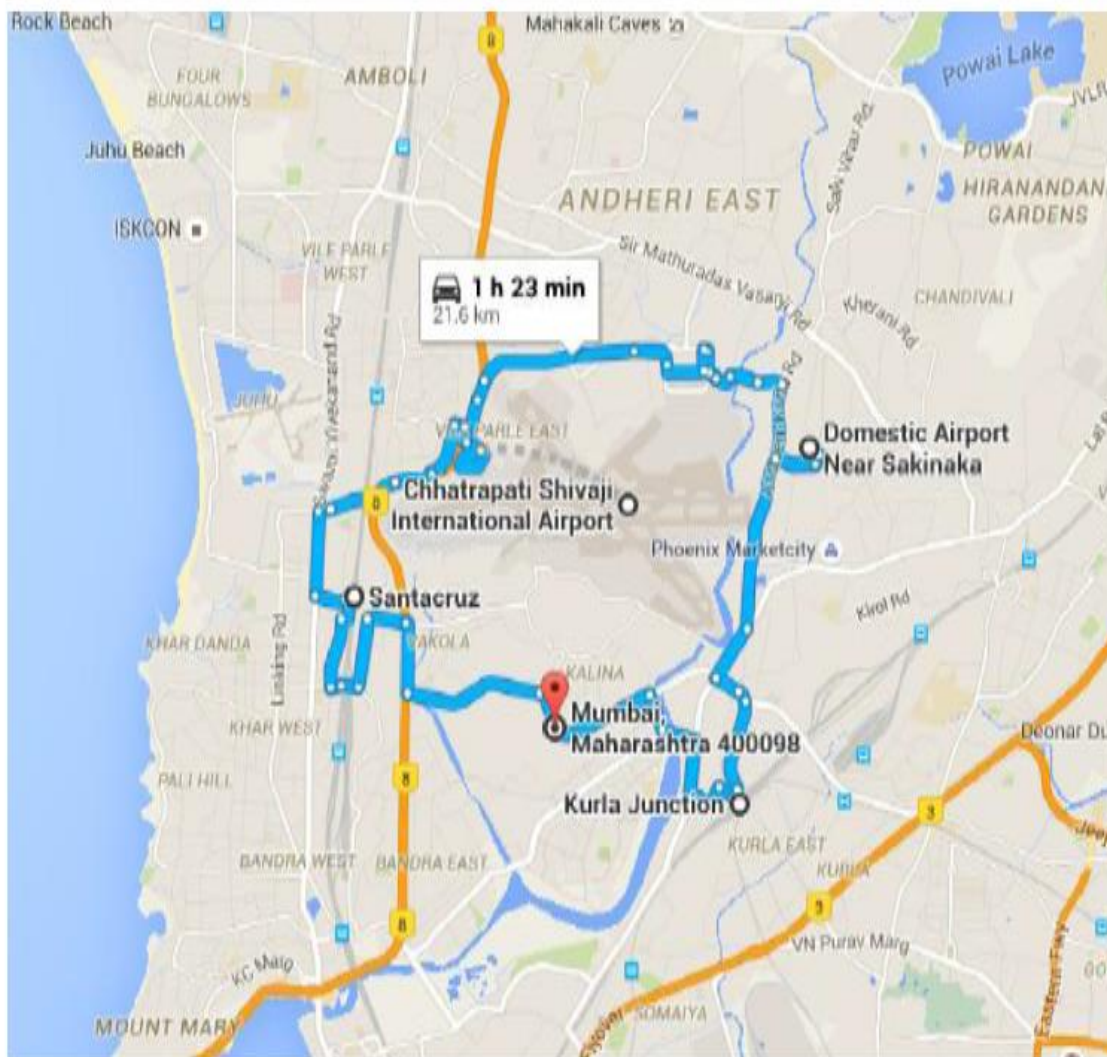
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ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF EDELWEISS RETAIL FINANCE LIMITED

AGM Venue - Edelweiss House, Off. C.S.T Road, Kalina, Mumbai- 400 098

Prominent Landmark: University of Mumbai, Kalina.

Route map for the venue of the meeting



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