

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED TO BE HELD ON JANUARY 22, 2018 AT 5:00 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:

### SPECIAL BUSINESS

#### 1. 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, 2017, 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, exceed Rs. 4,500 Crores (Rupees Four Thousand Five Hundred 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."

#### 2. 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

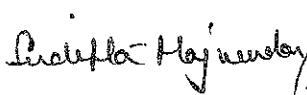


convertible/non- convertible securities (including fully/partly convertible debentures and/or non-convertible debentures, issued/to be issued by the Company upto the limits approved under Section 180 (1) (c) of the Act together with all interest thereon, commitment charge, costs, charges, expenses, including 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 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."

For and on behalf of  
Edelweiss Retail Finance Limited

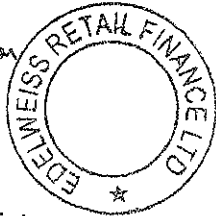
Mumbai, January 22, 2018



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 January 22, 2018 Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, to borrow money in excess of paid-up capital of the Company and free reserves of the Company, approval of the Members of the Company required by way of Special Resolution.

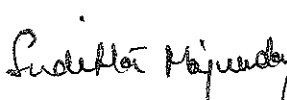
In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Pursuant to Section 180(1)(a) of the Companies Act, 2013, approval of Members of the Company by way of Special Resolution is required to mortgage and/or create charge on the movable and immoveable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends these resolutions at item no. 2 and 3 of the accompanying Notice, for the approval of the members as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including 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, January 22, 2018



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

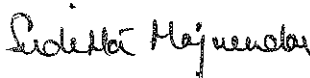


NOTES:

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.
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 Extraordinary General Meeting (EGM).
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. The Register as prescribed under Companies Act, 2013 will be available for inspection at the EGM.
6. 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 Extraordinary General Meeting. Notice is also available at website of the Company <https://www.edelweissretailfin.com>
7. 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, January 22, 2018



Sudipta Majumdar  
Company Secretary  
M. No.: ACS 33961

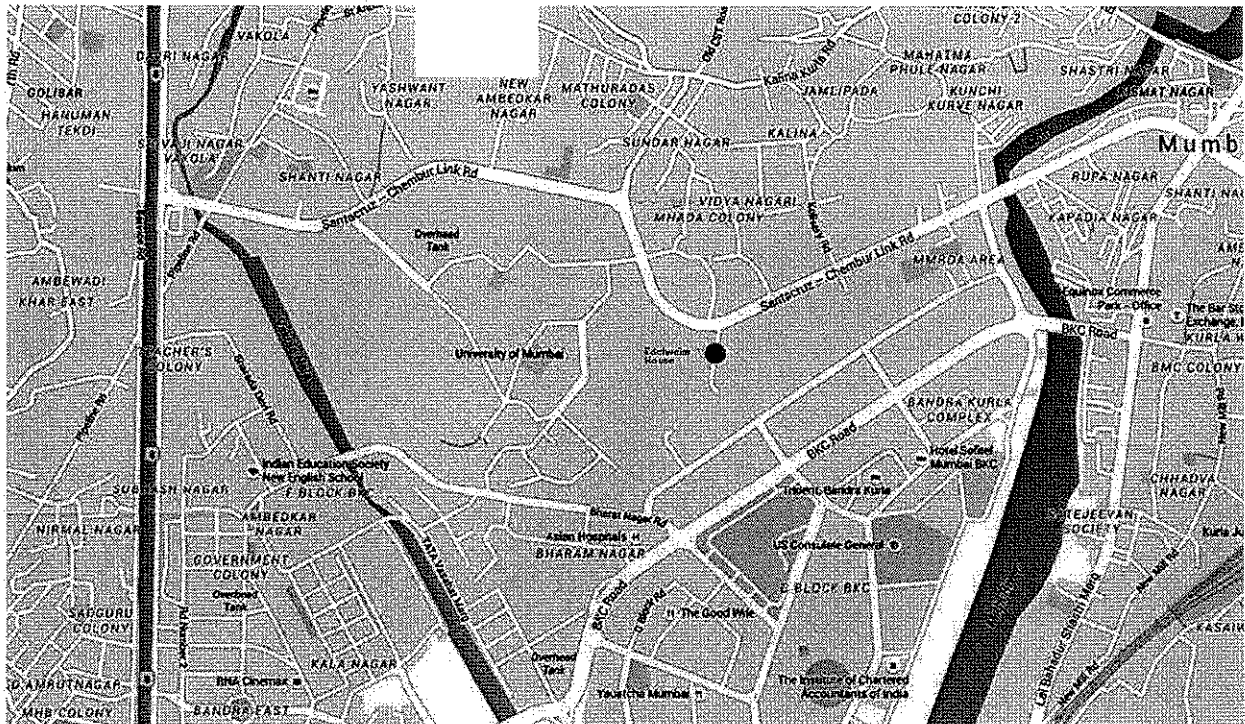
Address: E.P.D.P.C.G.H.Society,  
Flat-824, Plot No-19, Sector-4,  
Dwarka, New Delhi- 110075



ROUTE MAP OF THE VENUE OF THE EXTRAORDINARY GENERAL MEETING  
January 22, 2018

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) of .....shares 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..... 2018

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.