

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EDELWEISS RETAIL FINANCE LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 25, 2019 AT 4 P.M. THE REGISTERED OFFICE OF THE COMPANY AT GROUND FLOOR, TOWER 3, WING B, KOHINOOR CITY MALL, KOHINOOR CITY, KIROL ROAD, KURLA (W), MUMBAI - 400070

Special Business:

Approval of issue of Non-Convertible Debentures on Private Placement basis.

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

“RESOLVED 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), and pursuant to SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI Rules and Regulations, as amended from time to time and subject to the provisions of relevant Reserve Bank of India (RBI) Directions, Rules and Regulations, and further subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption 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, 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) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures (“the Debentures”) including subordinated Debentures qualifying as Tier-II debt in terms of the relevant RBI Regulations, aggregating to Rs. 1000 Crores (Rupees One Thousand Crores only), during the period of Twelve months from the date of passing of this resolution, 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 Rs. 4,500 Crores as approved by the members of the Company at the Extraordinary General Meeting of the Company held on January 22, 2018.

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 subject to and in accordance with the provisions of the Act, the Board be and is hereby authorised on behalf of the Company to do 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
Edelweiss Retail Finance Limited**

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

Mumbai, May 13, 2019

Registered Office:

Ground Floor, Tower 3,
Wing B, Kohinoor City Mall,
Kohinoor City, Kirool 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**

Approval of issue of Non-Convertible Debentures on Private Placement basis.

The Members of the Company had at the Annual General Meeting held on July 25, 2018, by way of a Special Resolution, authorised the Board of Directors of the Company to issue Non-Convertible Debentures (“Debentures”) on a private placement basis up to an amount not exceeding Rs. 1,000 Crores in one or more tranches and the said approval was in force for one year from the date of passing of the resolution.

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 Non-Convertible Debentures (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 up to an amount not exceeding Rs. 1000 Crores. 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 May 13, 2019. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

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

Secured/ unsecured/ perpetual/ listed and/or unlisted Non-Convertible Debentures. 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. The Directors recommend the resolution at item no. 4 of the

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accompanying Notice, for the approval of the Members by way of Special resolution.

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

Not Applicable.

- d) Name and address of valuer who performed valuation:

Not Applicable

- 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 from the date of passing of the same.

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.

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The Board recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

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

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

Mumbai, May 13, 2019

Registered Office:

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Kohinoor City, Kirool Road,
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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 Wednesday, September 25, 2019 at 4.00 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 _____, 2019

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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 Wednesday, September 25, 2019 at 4.00 p.m. at Registered office of the Company at Ground Floor, Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirool 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.	Issue of Non-Convertible Debentures on Private Placement basis.

Signed this ____ day of _____ 2019
 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, Kirool 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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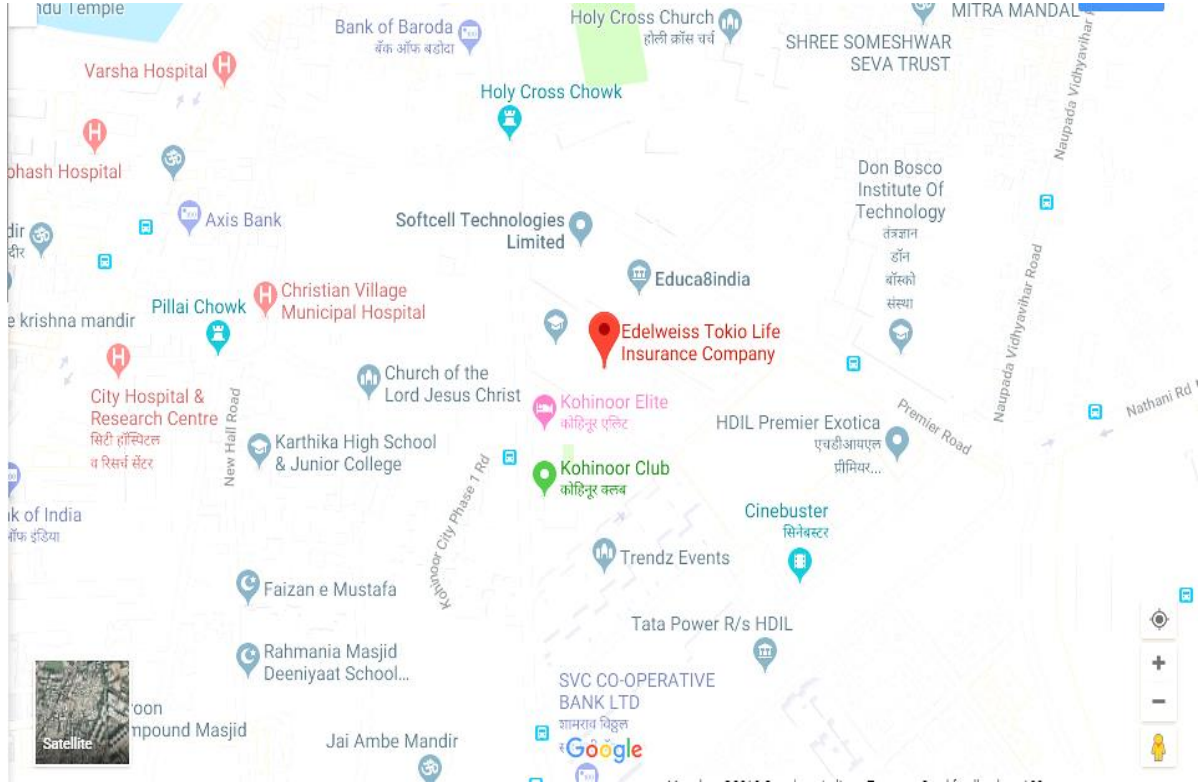
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ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF EDELWEISS RETAILs FINANCE LIMITED



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