

Notice

NOTICE IS HEREBY GIVEN THAT THE 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS FINANCIAL SERVICES LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 28, 2020 AT 4:00 P.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt:-
 - a. the audited Financial Statement of the Company for the financial year ended March 31, 2020, together with the Report of the Board and the Auditors thereon; and
 - b. the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To appoint Mr. Rujan Panjwani (DIN 00237366) as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Ms. Vidya Shah (DIN 00274831) as a Director who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Rujan Panjwani as an Executive Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") as amended from time to time, the Rules, Regulations, Guidelines and Circulars issued in this regard and subject to necessary approvals, if any, consent of the Members be and is hereby accorded for the re-appointment of Mr. Rujan Panjwani (DIN 00237366) as an Executive Director of the Company for a period of 5 years with effect from June 24, 2021, on the terms and conditions set out below:-

- i) Salary Limit: Not exceeding ₹ 2 crores per annum.
- ii) Bonus: Not exceeding ₹ 4 crores per annum.
- iii) Perquisites: Not exceeding ₹ 2 crores per annum.

RESOLVED FURTHER that subject to the applicable provisions of Act read with Schedule V and other prevalent laws, where in any financial year during the tenure of appointment of Mr. Rujan Panjwani, the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Rujan Panjwani and within the overall limits prescribed under the Act;

RESOLVED FURTHER that subject to the applicable provisions of the Act, the Board be and is hereby authorized to vary the terms of re-appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power 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."

5. Issue of Securities

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any including any statutory modifications(s) or re-enactment thereof, for the time being in force ("the Companies

Act”), the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (‘the FEMA’), to the extent applicable, the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“GOI”) and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, the Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), SEBI, BSE Limited and National Stock Exchange of India Limited (‘the Stock Exchanges’) where the equity shares of the Company are listed and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its Committee for such purpose), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted, including the employees of the Company), such number of Equity Shares and/or other Eligible Securities as defined in Chapter VI of SEBI ICDR Regulations and/or American Depository Receipts (‘ADRs’) and / or Global Depository Receipts (‘GDRs’) and/or Non-Convertible Debentures with warrants and / or Foreign Currency Convertible Bonds and /or securities convertible or exchangeable into equity including but not limited to Convertible Debentures or Convertible Preference Shares (compulsorily and/or optionally, fully and/or partly) and/or a combination thereof (hereinafter referred to as “Equity Shares” or other “Securities”, respectively) at a discount or premium to market price or prices permitted under applicable law, in such manner and on such terms and conditions including, security, rate of interest etc., as may be deemed appropriate by the Board, in one or more tranches, for cash, for an aggregate amount upto ₹ 1,500 crores or equivalent thereof, by way of Qualified Institutional Placement (“QIP”)/ Further Public Offer(“FPO”) of securities in accordance with the SEBI ICDR Regulations, or any combination thereof or by way of any other mode, through issue of placement document and/or prospectus and/or letter of offer and/or any other permissible/requisite offer document (‘Offering Document/Disclosure Document / Information Memorandum’), on such terms and conditions, including the terms, type of Securities to be issued, etc., as decided by the Board, in consultation with the book running lead managers appointed for the proposed Issue, to Qualified Institutional Buyers (“QIBs”) as defined under SEBI ICDR Regulations and/or by way of FPO or through any other permissible mode, whether they are holders of Equity shares or not, and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment of the Securities shall be made, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead managers and/or underwriters and/ or other advisors appointed or to be appointed by the Company and as may be permitted under applicable law from time to time, and without requiring any further approval or consent from the Members of the Company (the “Issue”);

RESOLVED FURTHER that if the Issue or any part thereof is made by way of a QIP pursuant to Chapter VI of the ICDR Regulations:

- a) the allotment of the Equity Shares or other Eligible Securities, shall be completed within 365 days from the date of the special resolution of the Members of the Company;
- b) the Equity Shares that may be issued by the Company in the proposed Issue shall rank pari passu with the then existing Equity Shares of the Company in all respects;
- c) no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;
- d) the Relevant Date shall mean the 'Relevant Date' as defined under Regulation 171 of ICDR Regulations, on the basis of which the price of the Securities shall be determined;
- e) it shall be at such price which is not less than the price determined in accordance with Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price") and that the Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Equity Shares at a discount of not more than 5 per cent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- f) no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- g) the Equity shares/Eligible Securities shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- h) any subsequent QIP shall not be issued until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution;

RESOLVED FURTHER that in the event the Securities are proposed to be issued, as ADRs or GDRs or FCCBs, the same shall be issued and/or listed, in accordance with Foreign Exchange Management Act, 1999 and any other applicable laws, rules and regulations in force and as amended from time to time;

RESOLVED FURTHER that the Board be and is hereby authorised to appoint lead manager(s), depositories, custodians, registrars, bankers, lawyers, advisors, consultants and all such other agencies / intermediaries as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandums, documents, etc. with such agencies and also to seek the listing of such Equity Shares other securities on the Stock Exchanges;

RESOLVED FURTHER that subject to the applicable provisions of the Act, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the issue, offer and allotment of Securities including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification of the eligible investors to whom the Securities are to be offered, utilization of the issue proceeds, authorising any Director or Officer of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue as permitted under applicable law and all other terms and conditions of the Securities, signing of declarations, filing of necessary forms with regulatory authorities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such issue, offer or allotment of Equity Shares or

other Eligible Securities or any other securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects".

**For and on behalf of the Board of Directors
EDELWEISS FINANCIAL SERVICES LIMITED**

August 27, 2020
Registered Office:
Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098.
CIN : L99999MH1995PLC094641

B. Renganathan
Executive Vice President & Company Secretary
(FCS2922)

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM/Meeting") is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 4 and 5 given in the Notice as Special Business in the AGM considering the significance of the same.
2. Considering the current COVID-19 pandemic situation, restricting movement of people at several places in the country, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated May 05, 2020 on '*Clarification on holding of Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")*' read with General Circular No. 14/2020 dated April 08, 2020 and No. 17/2020 dated April 13, 2020 on '*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19*' (collectively referred to as "the MCA Circulars") and the Securities and Exchange Board of India vide its Circular dated May 12, 2020 (the "SEBI Circular"), has allowed the Companies to conduct the AGM through VC/OAVM without the physical presence of the Members at a common venue. Accordingly, as per MCA and SEBI Circular and the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI Listing Regulations"), the 25th AGM of the Company shall be conducted through VC/OAVM on Monday, September 28, 2020, at 4.00 p.m. (IST).
3. Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, information in respect of the Directors seeking re-appointment at the AGM is given as an Annexure to the Notice.
4. As per the provisions of the Act and the Articles of Association of the Company, a Member eligible to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being conducted in accordance with the MCA and SEBI circular through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility of appointment of proxies by members will not be available for such meetings . Hence, the Proxy Form, Attendance Slip and Route Map of the venue of the AGM are not annexed to this Notice.

Pursuant to the MCA Circulars, the members have been provided with the facility to join the AGM through the VC/OAVM mode 15 minutes before the scheduled time of the AGM and the same shall be kept open until 15 minutes after the scheduled time. The Members are requested to follow the procedure mentioned in the Notice to join the meeting. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars. The Large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the Meeting without restriction on account of first come first serve principle.

The Institutional Investors, who are Members of the Company, are encouraged to attend the meeting through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, such members are required to send a scanned certified true copy (PDF/JPG Format) of the resolution/authorisation of its Board or governing body., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said certified Resolution/Authorisation shall be sent to the Scrutinizer at narasimhan.b8@gmail.com with a copy marked to evoting@nsdl.co.in

5. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the AGM.

6. QUORUM

The attendance of the Shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. BOOK CLOSURE

The Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2020 to September 27, 2020 (both days inclusive).

8. UNCLAIMED DIVIDEND

- i. Members are requested to note that dividend which has remained unpaid or unclaimed for seven (07) consecutive years or more from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act.

Accordingly, pursuant to the provisions of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has transferred a sum of ₹ 9,27,665/- to the IEPF during the year 2019-20.

Further, 9,379 equity shares of ₹ 1/- each of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the beneficiary owner account of the IEPF Authority.

Members are further requested to note that the unpaid or unclaimed dividends and/or the equity shares transferred to the IEPF can be claimed by them by making an on-line/ electronic application in Form IEPF-5. Upon submitting duly completed form, applicants are requested to take a print of the same and send the physical copy, duly signed, along with the requisite documents specified in Form IEPF-5, to the Company/ the RTA of the Company M/s. Link Intime India Private Limited (Edelweiss Financial Services Limited), C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083, e-mail: rnt.helpdesk@linkintime.co.in / iepf.shares@linkintime.co.in. The Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs (MCA) for claiming the shares/ dividends are available on the website of MCA/ IEPF authority- www.iepf.gov.in.

- ii. Members who have not claimed / encashed the Dividend Warrants for Final Dividend 2012-13 and/ or any subsequent years are requested to claim their unpaid dividends within 7 years from the date of transfer of dividend to Unpaid Dividend account by writing to the Company / RTA giving the necessary details.

9. GENERAL GUIDANCE TO SHAREHOLDERS

• NOMINATION FACILITY

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to Link Intime India Private Limited, the Registrar & Transfer Agent (RTA) of the Company in case the shares are held in physical form.

• BANK MANDATES

Members holding shares in physical form are requested to intimate the Registrar & Transfer Agent under the signature of the Sole/First holder, the following information :

- I. Name of the Sole/First holder and the folio number
- II. Particulars of Bank Account viz.,
 - a) Name of the Bank
 - b) Name of the Branch
 - c) Complete address of the Branch with Pin code
 - d) Bank Account Number allotted by the Bank.

In respect of the matters pertaining to Bank details, NECS mandates, nomination, power of attorney, change in name/address, etc., the Members are requested to approach:

- o the Company's Registrar & Transfer Agent, in case of shares held in physical form; and
- o the respective Depository Participants, in case of shares held in electronic form.

In any correspondence with the Company/Registrar & Transfer Agent, the Members are requested to quote their account/ Folio numbers or DP ID and Client ID in respect of physical or electronic holdings, respectively.

• MODE OF HOLDING SHARES

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Registrars & Transfer Agents (RTA) of the Company for any support in this regard.

• UPDATION OF PERSONAL DETAILS

- o Pursuant to SEBI circular dated April 20, 2018, shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the RTA / to the Company for registration in the folio.
- o Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number

(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Link Intime India Private Limited in case the shares are held in physical form.

- o Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA of the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

10. DISPATCH OF ANNUAL REPORT IN ELECTRONIC FORM AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT BY E-MAIL:

- a. In accordance with the MCA and the SEBI Circulars and owing to the difficulties involved in dispatching the physical copies of the Annual Report for the financial year 2019-20 (including the Financial Statement, Board's Report, Auditor's report or other documents required to be attached thereto) ("the Annual Report 2019-20") and the Notice of the AGM, the same are being sent in electronic mode to Members and other persons entitled to receive the Notice, whose e-mail address is registered with the Company or the Depository(s).
- b. The Members holding Equity Shares of the Company in Demat Form or Physical Form and who have not yet registered their e-mail address are requested to follow the procedure stated in point no. 11 given below for the purpose of registration.
- c. A copy of the Annual Report 2019-20 along with the Notice of the AGM and Explanatory Statement is available on the website of the Company at www.edelweissfin.com, BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com & www.nseindia.com respectively and National Securities Depository Limited (NSDL) at www.evoting.nsdl.com

11. PROCEDURE FOR REGISTRATION OF E-MAIL IDS WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE :

- a. In case the shares are held in physical mode, shareholders are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of PAN and Aadhaar Card by e-mail to the Company at Efsl.Shareholders@edelweissfin.com.
- b. In case the shares are held in demat mode, please provide DPID & CLIENTID (16 digit DPID + CLIENTID or 16 digit beneficiary ID), Name, self-attested scanned copy of client master or copy of Consolidated Account statement, PAN Aadhar to the respective Depository Participants.

12. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- a. As the AGM is being conducted through VC / OAVM the Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number (DP ID & CLIENT ID) / Folio number, e-mail id, mobile number at Efsl.Shareholders@edelweissfin.com
- b. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary through e-mail at Efsl.Shareholders@edelweissfin.com at least 10 days prior to the AGM so that the required information can be made available. The same will be replied by/on behalf of the Company suitably.

- c. In order to enable smooth conduct of AGM, the Members who would like to express their views during the AGM may register themselves as a Speaker by visiting the link <https://www.evoting.nSDL.com> between 9:00 a.m. to 6:00 p.m. on Friday, September 25, 2020.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

13. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

- The Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and the Members can also access the same at <https://www.evoting.nSDL.com> under Shareholders/Members login by using the remote e-voting credentials.
- The link for VC/OAVM will be available in shareholder/members login where the Electronic Voting Event Number ('EVEN') of Edelweiss Financial Services Limited (the Company) will be displayed.
- On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM of the Company.
- Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in point no. 14(g) of the Notice. Further, the Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- The Members are encouraged to join the AGM through Laptops for better experience. The Members will need the latest version of any of the following browsers viz Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Further, the Speaker Members are recommended to use an Internet with a good speed and choose 'allow camera' option in the browser for better communication.
- Please note that the Members/participants connecting through Mobile devices, Tablets or Laptop via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

14. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) [the Rules], Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has provided the facility to its Members to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL - the Electronic Voting Service Provider ("EVSP") having its office at Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
- b. The process of the e – voting is explained in point no. 14(g) below. The members are requested to carefully read the instructions before casting their vote electronically.
- c. The e-voting period begins on Friday, September 25, 2020 at 09:00 A.M. and ends on Sunday, September 27, 2020 at 05:00 P.M. (remoting e-voting period). During the remote e-voting period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, September 21, 2020, the cut-off date may cast their vote electronically. This remote e-voting module shall be disabled by NSDL for voting thereafter.

The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date.

- d. The Members who have not cast their votes during the aforementioned period, can cast their votes during the AGM by following the same process as applicable for remote e-voting. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- e. Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently or cast the vote again.
- f. The Members who had cast their votes by remote e-voting prior to the AGM may attend the AGM. However, they shall not be entitled to cast their vote again. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
- g. **Procedure for e-Voting as prescribed by NSDL :**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

(I) Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- i. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer / Laptop or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. to Cast your vote electronically.

- iv. For User ID please refer the following table :

Manner of holding Equity shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) Procedure to retrieve your 'initial password'
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
- vii. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, Home page of e-Voting will open.

(II) Step 2:

Procedure to cast your vote electronically on e-voting system of NSDL is under:-

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN"- 114076 of the Edelweiss Financial Services Limited
- iv. Now you are ready for e-Voting as the Voting page opens.

- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ix. **Members may also send their queries relating to e-Voting to Ms. Pallavi Mhatre, Manager, NSDL, at E-mail id: evoting@nsdl.co.in or call Toll Free No.: 1800-222-990 / Tel. No.: 022-24994545.**

15. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned in point no. 14(g)(II) (ix) Remote e-voting.

GENERAL GUIDELINES FOR SHAREHOLDERS

- 16. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- 17. **In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in**
- 18. The Statutory Registers under the Act and documents, if any, referred to in the Notice and Explanatory Statement pursuant to Section 102 of the Act will be available electronically for inspection by the Members during the AGM. Documents, if any, referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to Efsl.Shareholders@edelweissfin.com.
- 19. The Board of Directors of the Company has appointed Mr. B. Narasimhan, Practicing Company Secretary, Proprietor - M/s. B. N. & Associates, Company Secretaries, failing him, Mr. K. Venkataraman, Practicing Company Secretary as the Scrutinizer(s) to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the E-Voting shall be final.

20. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the meeting, and the votes cast through remote e-voting and make, not later than 48 hours from the of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.edelweissfin.com and on the website of NSDL e-voting viz. www.evoting.nsdl.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE and NSE.

ANNEXURE TO THE NOTICE DATED AUGUST 27, 2020

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act')

ITEM NO. 4:

The tenure of appointment of Mr. Rujan Panjwani as an Executive Director expires on June 23, 2021. Based on the recommendation of the Nomination and Remuneration Committee and considering his expertise and contribution to the Group, the Board of Directors at their meeting held on July 4, 2020 had, subject to the approval of the Members, re-appointed Mr. Rujan Panjwani as an Executive Director for a period of 5 years w. e. f. June 24, 2021.

A brief profile of Mr. Rujan Panjwani:

Mr. Rujan Panjwani has over three decades of multifaceted domain expertise in the financial sector spanning across capital markets, asset management, insurance and others.

Having spent the last 2 decades with Edelweiss, he has played a key role in setting up several flagship businesses. Today, apart from overseeing the Corporate Treasury and related functions, he is in charge of the Insurance businesses within the Group – Edelweiss Tokio Life Insurance and Edelweiss General Insurance, where besides being on their respective Boards, he has strategic oversight of key business decisions and development of new business models.

Additionally, he has held multiple functions across the Group such as Human Resources and Leadership development. He continues to play a fundamental role in several key initiatives including strategy, business development and incubation of new businesses.

Mr. Rujan Panjwani holds a Bachelor's degree in Electrical Engineering from the Manipal Institute of Technology.

The following are the additional details as required under Schedule V and other provisions of the Companies Act, 2013:

The Company, along with its subsidiaries provides wide range of financial services which inter-alia includes, Investment Banking, Institutional Equities, Securities Broking, Private Client Brokerage, Asset Management, Wealth Management, Client Advisory Services, Wholesale Financing, Housing Finance, Securitization, Alternative Asset Management Business, Treasury Operations, Life & General Insurance. The Company has earned a net profit of ₹ 82.58 Crores for the financial year ended March 31, 2020.

The remuneration proposed to be paid to Mr. Rujan Panjwani shall comprise of annual salary not exceeding ₹ 2 Crores, bonus not exceeding ₹ 4 crores per annum and perquisites not exceeding ₹ 2 crores per annum , which is similar to the remuneration approved by the Shareholders earlier. The proposed remuneration is not comparable with other companies in the financial sector due to the diverse nature of business and the functions handled by Mr. Rujan Panjwani. The Company has been earning adequate profits. However, as a prudent measure, approval of Members is being sought by a Special Resolution for the payment of remuneration to Mr. Rujan Panjwani in the event of inadequacy of profits in any financial year during his tenure of appointment.

In addition to the proposed remuneration, Mr. Rujan Panjwani is also entitled to participate in various Employee Stock Options Scheme and Employees Stock Appreciation Rights Scheme, 2019 of the Company. Except for the proposed remuneration payable to Mr. Rujan Panjwani and to the extent of shares held in the Company by Mr. Rujan Panjwani and his relatives, they do not have any pecuniary relationship directly or indirectly with the Company or with any Director/Key Managerial Personnel.

The Board recommends passing the Resolution set out in Item No. 4 of the Notice as a Special Resolution. Except Mr. Rujan Panjwani, none of the Directors and the Key Managerial Personnel and their relatives are interested or concerned, in any manner in Item No. 4 of the Notice.

ITEM NO. 5

The Company together with its subsidiaries has been continuously diversifying in the financial services space. The Company in this pursuit has been consistently exploring various avenues for raising funds for various purposes including but not limited to augmenting its long-term resources, general corporate purposes, etc. The requirement of funds is proposed to be met through issue of securities, subject to approval of the members of the Company, if required and other appropriate approvals, for an aggregate amount of upto ₹ 1,500 crores (Rupees One Thousand Five Hundred Crore only), to the eligible investors.

The consent of the Members is therefore being sought by way of a special resolution as set out in Item No. 5 of the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and applicable for the issue/allotment of Equity Shares or Eligible Securities or any other securities in one or more tranches, at such time and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers and such other authority or authorities as may be necessary and subject to, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, as amended from time to time. The proposed issue of Equity shares/other securities by way of QIP/FPO or through any other mode may be offered to investors who may not be Members of the Company and hence approval of the Members is sought in terms of Section 62(1)(c) of the Companies Act, 2013.

The pricing of the Equity Shares and/or any other securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. In case of QIP, the Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date'). The 'Relevant Date' for the purpose of pricing the Securities shall, subject to applicable laws, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations. The pricing of the Securities where the Securities are issued as ADRs/GDRs or FCCBs shall be determined in accordance with the provisions of the applicable laws, rules and regulations issued by relevant authorities.

The allotment of Equity Shares or other Securities shall be completed within timeline prescribed, if any, under applicable laws. The Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the then existing equity shares and in accordance with the provisions of the offer/ placement document(s). The Eligible Securities or Equity Shares offered through QIP, shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Equity Shares allotted would be listed on BSE Limited and National Stock Exchange of India Limited and in case of ADR/GDR, on overseas Stock Exchange(s). The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

Accordingly, the Board of Directors recommend passing the special resolution set out in Item No. 5 of the Notice. None of the Promoters or Directors and Key Managerial Personnel will be eligible to participate in the QIP and there will not be change in control. None of the Directors or Key Managerial Personnel and/or their relatives, are in any way, financially or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company.

**For and on behalf of the Board of Directors
EDELWEISS FINANCIAL SERVICES LIMITED**

August 27, 2020
Registered Office:
Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098.
CIN : L99999MH1995PLC094641

B. Renganathan
Executive Vice President & Company Secretary
(FCS2922)

Details of Directors seeking re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars	Ms. Vidya Shah	Mr. Rujan Panjwani
Age	54 years	57 years
Date of first appointment	August 1, 2014	June 24, 2013
Experience in functional Area	Over three decades of experience in the financial services & strategic philanthropy.	Has diverse experience of three decades in financial sector spanning across capital markets, asset management, insurance & others.
Qualification	Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.	Bachelor's Degree in Electrical Engineering from Manipal Institute of Technology.
Terms and Conditions of Appointment/ Reappointment	Appointed as a Non-Executive Director w.e.f. July 21, 2015, liable to retire by rotation.	Appointed as an Executive Director w.e.f. June 24, 2016 for a term of 5 years, liable to retire by rotation.
Remuneration to be paid	Entitled for payment of commission	Entitled for payment of Salary, Perquisites and Bonus as approved by the Members of the Company at the Annual General Meeting held on August 9, 2016.
Remuneration last drawn	-	Refer Corporate Governance Report forming part of this Annual Report
No. of Board Meetings attended during the year	4	4
Directorship in other Companies (Public Limited Companies)	1. ECL Finance Limited 2. Edelweiss Asset Reconstruction Company Limited	1. Edel Land Limited 2. Edelweiss Tokio Life Insurance Company Limited 3. Edelweiss Rural & Corporate Services Limited 4. Edelweiss General Insurance Company Limited
Membership/ Chairmanship of Committees of other public limited companies (Audit Committee and Stakeholders Relationship Committee only)	-	Audit Committee- Edelweiss General Insurance Company Limited
Relationship with other Directors inter-se and with Key Managerial Personnel of the Company	Ms. Vidya Shah is the spouse of Mr. Rashesh Shah, the Chairman, Managing Director & CEO.	None
No. of shares held in the Company	3,30,31,200 Equity shares of ₹ 1 each	1,29,66,380 Equity Shares of ₹ 1 each

**For and on behalf of the Board of Directors
EDELWEISS FINANCIAL SERVICES LIMITED**

August 27, 2020
Registered Office:
Edelweiss House, Off C.S.T. Road,
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B. Renganathan
Executive Vice President & Company Secretary
(FCS2922)