

EW/Sec/2022/47

March 25, 2022

<b>BSE Limited</b> P J Towers, Dalal Street, Fort, Mumbai - 400 001.  <b>Scrip Code: 532922</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  <b>Symbol: EDELWEISS</b>
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Dear Sir/Madam,

**Sub: Notice of Postal Ballot**

In accordance with the provisions of the Regulation 30 read with Schedule III and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot together with the Explanatory Statement which is being dispatched to the Members of the Company.

In accordance with Section 110 of the Companies Act, 2013 and the Rules framed thereunder and the Circular issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of Postal Ballot is being sent to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on Friday, March 18, 2022 (the Cut-off Date), and whose e-mail addresses are registered with the Company/ Registrar & Transfer Agent of the Company/ the Depository Participants.

The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to all its Members. The Remote E-voting commences on Monday, March 28, 2022 at 9:00 a.m. (IST) and will end on Tuesday, April 26, 2022 at 5:00 p.m. (IST). The results of voting by means of Postal Ballot shall be declared on or before Thursday, April 28, 2022.

The Postal Ballot Notice is also uploaded on the website of the Company and NSDL.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Edelweiss Financial Services Limited**



**Tarun Khurana**  
**Company Secretary**

Encl.: as above.



## EDELWEISS FINANCIAL SERVICES LIMITED

CIN: L99999MH1995PLC094641

**Registered Office:** Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098.

**Phone:** +91 22 – 4009 4400, **Fax:** +91 22 – 4086 3610

**Email:** [efsl.shareholders@edelweissfin.com](mailto:efsl.shareholders@edelweissfin.com), **Website:** [www.edelweissfin.com](http://www.edelweissfin.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that Resolutions set out below are proposed to be passed by the Members of Edelweiss Financial Services Limited (the Company) by means of Postal Ballot, only by way of remote e-voting process.

The proposed Resolutions and Statement setting out the material facts relating thereto, as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars, are appended below.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed Resolutions is restricted only to remote e-voting (“e-voting”) i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on January 31, 2022, have appointed Mr. B. Narasimhan, Practicing Company Secretary, Proprietor - M/s. BN & Associates, Company Secretaries, failing him, Mr. K. Venkataraman, Practicing Company Secretary, as the Scrutinizer(s) for conducting the Postal Ballot only through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Members holding Equity Shares of the Company as on Friday, March 18, 2022, the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head ‘Instructions for e-voting’ in this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed Resolutions through the e-voting facility provided by the Company.

The e-voting facility will commence from 9:00 a.m. on Monday, March 28, 2022 and end at 5.00 p.m. on Tuesday, April 26, 2022. The Company has engaged the services of National Securities Depository Limited (NSDL), as the Service Provider for the purpose of providing e-voting facility to the Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members whose email addresses are not registered with their Depository Participant or the Registrar (RTA) to register their e-mail address by following the procedure set out in the Postal Ballot Notice.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his Report to the Chairman or any Director so authorised in this regard or the Company Secretary of the Company. The results of the e-voting will be announced by Chairman or any Director so authorised in this regard or the Company Secretary on or before Thursday, April 28, 2022, at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098. The results along with the Scrutinizer’s Report, will be placed on the website of the Company ([www.edelweissfin.com](http://www.edelweissfin.com)) and the Service Provider at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to BSE Limited and the National Stock Exchange of India Limited, the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The Resolutions, if approved, will be taken as having been duly passed with requisite majority, as on the last date specified for e-voting i.e. Tuesday, April 26, 2022.

#### SPECIAL BUSINESSES:

##### 1. Re-appointment of Mr. Ashok Kini (DIN: 00812946) as an Independent Director

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

“**RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (the Act), as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and on the recommendations of the Nomination and Remuneration Committee and 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), Mr. Ashok Kini (DIN: 00812946), who has attained the age of 75 years, a Non-executive Director of the Company, who has given a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who holds the office, till March 31, 2022, being eligible, be and is hereby re-appointed as an Independent Director on the Board of the Company, for the second term of five years, with effect from April 1, 2022.

**FURTHER RESOLVED** that 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 or expedient in the interest of the Company and with power on behalf of the Company to settle any 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.”

## **2. Re-appointment of Dr. Ashima Goyal (DIN: 00233635) as an Independent Director**

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

“**RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and on the recommendations of the Nomination and Remuneration Committee and 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), Dr. Ashima Goyal (DIN: 00233635), a Non-executive Director of the Company, who has given a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who holds the office till March 31, 2022, being eligible, be and is hereby re-appointed as an Independent Director on the Board of the Company, for the second term of five years, with effect from April 1, 2022.

**FURTHER RESOLVED** that 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 or expedient in the interest of the Company and with power on behalf of the Company to settle any 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 of  
**EDELWEISS FINANCIAL SERVICES LIMITED**

**Tarun Khurana**  
**Company Secretary**  
**Membership No. A12344**

### **Registered Office:**

Edelweiss House, Off C.S.T. Road,  
Kalina, Mumbai – 400 098.

**Place:** Mumbai

**Date:** January 31, 2022

### **Notes:**

1. A Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 and the Rules framed thereunder (the Act) setting out the material facts in respect of the businesses set out in the Postal Ballot Notice (“the Notice”) is annexed hereto.
2. In accordance with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars) and the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time (the SEBI Circulars), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names would appear on the Register of Members / List of Beneficial Owners as on Friday, March 18, 2022 (**the Cut-off Date**), to be received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively referred to as Depositories) and whose e-mail address is registered with the Company/ Depositories/ Depository Participants. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.edelweissfin.com](http://www.edelweissfin.com), BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL, the remote e-voting service providing agency to the Company ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
3. In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting (e-voting) i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
5. Members holding Equity Shares of the Company as on the Cut-off Date only shall be entitled to vote through remote e-voting process in relation to the Resolutions specified in this Postal Ballot Notice. In case of joint holders only such joint holders who is higher in the order of names will be entitled to vote. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

6. The documents referred to in the Notice and Explanatory Statements, shall be available for inspection through electronic mode without any fees by the members until April 26, 2022, basis the request being sent on [Efsl.Shareholders@edelweissfin.com](mailto:Efsl.Shareholders@edelweissfin.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
7. The Members who have not registered their e-mail IDs, are requested to register their email ID, as per the procedure given below:

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

- i) 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 Aadhar Card by e-mail to the Company at [Efsl.Shareholders@edelweissfin.com](mailto:Efsl.Shareholders@edelweissfin.com).
- ii) In case the shares are held in demat mode, please provide DPID & CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, self-attested scanned copy of client master or copy of Consolidated Account statement, PAN and Aadhar to the respective Depository Participants.
- iii) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained below i.e. Login method for e-Voting.
- iv) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- v) Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

After successful submission of the e-mail ID, the Company or NSDL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID.

**8. Instructions for E-voting:**

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), MCA Circulars and Regulation 44 of the Listing Regulations read with Circulars of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Company is providing facility for voting remotely, only by electronic means, to its Eligible Members and the stated items of business shall be transacted only through e-voting.

The Company has engaged the services of NSDL for providing e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.

Eligible Members, other than individuals may, in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of e-voting.

The manner of e-voting by (i) individual shareholders holding Equity Shares of the Company in demat mode (ii) shareholders other than individuals holding Equity Shares of the Company in demat mode (iii) shareholders holding Equity Shares of the Company in physical mode and (iv) shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

**How do I vote electronically using NSDL e-Voting system?**

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="http://www.eservices.nsdl.com">www.eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="http://www.eservices.nsdl.com">www.eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="http://www.eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">www.eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsd.com/">www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="http://www.web.cdslindia.com/myeasi/home/login">www.web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.web.cdslindia.com/myeasi/Registration/EasiRegistration">www.web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [www.eservices.nsdl.com/](http://www.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. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Password details for shareholders other than Individual shareholders 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) How to retrieve your ‘initial password’?
    - (i) 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. a .pdf file. Open the .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’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [support@bnpassociates.in](mailto:support@bnpassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President/Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [Efsl.Shareholders@edelweissfin.com](mailto:Efsl.Shareholders@edelweissfin.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [Efsl.Shareholders@edelweissfin.com](mailto:Efsl.Shareholders@edelweissfin.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:**

The following Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated January 31, 2022.

##### **Item No. 1:**

The Members at the 24<sup>th</sup> Annual General Meeting held on July 25, 2019 had approved the appointment of Mr. Ashok Kini as an Independent Director of the Company for a period of three years from April 1, 2019.

Based on the recommendations of the Nomination and Remuneration Committee of the Company (the Committee), the Board of Directors at its meeting held on January 31, 2022, considered and approved the re-appointment of Mr. Ashok Kini (DIN: 00812946) as an Independent Director of the Company, for the second term of five years, with effect from April 1, 2022, subject to the approval of the Members of the Company.

Brief profile of Mr. Ashok Kini:

Mr. Ashok Kini is the ex-Managing Director of State Bank of India. Mr. Kini holds a bachelor's degree in science from Mysore University and Master's degree in English literature from Madras Christian College, Chennai. Mr. Kini is also on the Board of Fino Finance Private Limited, FinoPaytech Limited and Nihilent Limited.

Mr. Kini has, throughout his career, held important Board level positions across numerous corporates, namely IndusInd Bank Limited, SBI Capital Markets Limited, UTI Trustee Company Pvt. Ltd. and Gulf Oil Lubricants India Limited etc.

Mr. Kini has given his consent for re-appointment as an Independent Director of the Company and a declaration to the effect that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder (the Act) and the Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015 (the Listing Regulations), as applicable, and



that he is not disqualified from being re-appointed as a Director of the Company as per the provisions of the Act and the Listing Regulations. Mr. Kini has attained the age of 75 years. Mr. Kini is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Mr. Kini is a person of integrity and has relevant skills, experience and expertise in the area of Financial Services and Banking, for him to be appointed as an Independent Director on the Board of Directors of the Company. The Board of Directors of the Company is of the view that Mr. Kini possesses and has the requisite skills and capabilities having worked as Managing Director of the largest public sector bank, he has expertise in financial services sector having complex business and regulatory contexts, strategic planning and understanding of economic trends. He has leadership experience in handling financial management, as identified and required for an Independent Director of the Company.

Based on the performance evaluation, the recommendations of the Committee and considering the qualifications, experience and the valuable contribution made by Mr. Ashok Kini, the Board recommends the re-appointment of Mr. Kini as an Independent Director for the second term of five years from April 1, 2022. The Company has also received a notice from a member proposing the candidature of Mr. Kini as an Independent Director of the Company.

Mr. Kini is not related to any Director and Key Managerial Personnel of the Company.

The Board recommends the passing of Resolution as set out in Item No. 1 of the Notice as Special Resolution.

Except Mr. Kini, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in this item of business, in any manner whatsoever.

**Item No. 2:**

The Members at the 24<sup>th</sup> Annual General Meeting held on July 25, 2019 had approved the appointment of Dr. Ashima Goyal as an Independent Director of the Company for a period of three years from April 1, 2019.

Based on the recommendations of the Nomination and Remuneration Committee (the Committee), the Board of Directors at its meeting held on January 31, 2022, considered and approved the re-appointment of Dr. Ashima Goyal (DIN: 00233635) as an Independent Director of the Company, for the second term of five years, with effect from April 1, 2022, subject to the approval of the Members of the Company.

Brief profile of Dr. Ashima Goyal:

Dr. Ashima Goyal holds MPhil, MA and BA in Economics from the University of Delhi, she also holds a PhD in Economics from the University of Mumbai. Dr. Goyal has over three decades of experience. Dr. Goyal is the emeritus professor at the Indira Gandhi Institute of Development Research. She is a member of the RBI's Monetary Policy Committee. She was also a member of the Economic Advisory Council to the Prime Minister (EAC-PM). Dr. Goyal is a specialist in the areas of open economy macroeconomics, international finance, institutional economics and development economics. She has been a visiting fellow at the Economic Growth Centre, Yale University, USA and a Fulbright Senior Research Fellow at Claremont Graduate University, USA. She was chosen as one of the most powerful women in business in India for 2021 by Business Today in December 2021.

Dr. Goyal has given her consent for re-appointment as an Independent Director of the Company and a declaration to the effect that she meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder (the Act) and the Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015 (the Listing Regulations), as applicable, and that she is not disqualified from being re-appointed as a Director of the Company as per the provisions of the Act and the Listing Regulations. Dr. Goyal is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Dr. Goyal is a person of integrity and has relevant skills, experience and expertise in the areas of economies, international finance, monetary and fiscal policy, financial markets and regulation etc., for her to be appointed as an Independent Director on the Board of Directors of the Company. The Board of Directors of the Company is of the view that Dr. Goyal possesses and has the requisite skills and capabilities, as identified and required for an Independent Director of the Company.

Based on the performance evaluation, the recommendations of the Committee and considering the qualifications, experience and the valuable contribution made by Dr. Ashima Goyal, the Board recommends the re-appointment of Dr. Goyal as an Independent Director for the second term of five years from April 1, 2022. The Company has also received a notice from a member proposing the candidature of Dr. Goyal as an Independent Director of the Company.

Dr. Goyal is not related to any Director and Key Managerial Personnel of the Company.

The Board recommends the passing of Resolution set out in Item No. 2 of the Notice as Special Resolution.

Except Dr. Goyal, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in this item of business, in any manner whatsoever.

**Brief Profile of the Directors being appointed, as set out in this Postal Ballot Notice, in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.**

<b>Particulars</b>	<b>Mr. Ashok Kini</b>	<b>Dr. Ashima Goyal</b>
<b>DIN</b>	00812946	00233635
<b>Date of Birth</b>	December 12, 1945	August 13, 1955
<b>Age</b>	76 years	66 years
<b>Date of first Appointment</b>	April 1, 2019	April 1, 2019
<b>Qualification</b>	Bachelor of Science from Mysore University; and Master's Degree in English Literature from Madras Christian College, Chennai.	M. Phil., MA and BA in Economics from the University of Delhi and PhD in Economics from University of Mumbai.
<b>Brief details of experience and nature of expertise in specific functional area</b>	Mr. Ashok Kini is the ex-Managing Director of State Bank of India. He holds a bachelor's degree in science from Mysore University and a Master's degree in English literature from Madras Christian College, Chennai.  He has expertise in financial services sector having complex business and regulatory contexts, strategic planning and understanding of economic trends.	Dr. Ashima Goyal holds MPhil, MA and BA in Economics from the University of Delhi, she also holds a PhD in Economics from the University of Mumbai. Dr. Goyal has over three decades of experience.  Dr. Goyal is an emeritus professor at the Indira Gandhi Institute of Development Research. She is a member of the RBI's Monetary Policy Committee. She was also a member of the Economic Advisory Council to the Prime Minister (EAC-PM). Dr. Goyal is a specialist in the areas of open economy macroeconomics, international finance, institutional economics and development economics. She has been a visiting fellow at the Economic Growth Centre, Yale University, USA and a Fulbright Senior Research Fellow at Claremont Graduate University, USA.
<b>Number of Board Meetings attended during the year (as on the date of this Notice)</b>	During the financial year ending March 31, 2022, the Board met four times. Mr. Kini attended all the four Board Meetings.	During the financial year ending March 31, 2022, the Board met four times. Dr. Goyal attended all the four Board Meetings.
<b>Terms and Conditions of appointment, including remuneration</b>	Re-appointment as an Independent Director for the second term of five years w.e.f. April 1, 2022. Not liable to retire by rotation.  Entitled for sitting fees for attending Meetings of the Board and Committees and also the commission.	Re-appointment as an Independent Director for the second term of five years w.e.f. April 1, 2022. Not liable to retire by rotation.  Entitled for sitting fees for attending Meetings of the Board and Committees and also the commission.
<b>Remuneration last drawn (as on the date of this Notice)</b>	During the financial year ended March 31, 2021, sitting fees of ₹ 1.20 lakhs and commission of ₹ 5 lakhs were paid to Mr. Kini.  During the financial year ending March 31, 2022, sitting fees of 1.20 lakhs and commission of ₹ 20 lakhs were paid to Mr. Kini.	During the financial year ended March 31, 2021, sitting fees of ₹ 1.20 lakhs and commission of ₹ 5 lakhs were paid to Dr. Goyal.  During the financial year ending March 31, 2022, sitting fees of ₹ 1 lakh and commission of ₹ 20 lakhs were paid to Dr. Goyal.
<b>Date up to which the Director shall hold office</b>	In the second term, Mr. Kini will hold office till March 31, 2027	In the second term, Dr. Goyal will hold office till March 31, 2027
<b>Directorships in other companies/ Positions in other Entities</b>	<ul style="list-style-type: none"> <li>Fino Finance Private Limited;</li> <li>Fino Paytech Limited; and</li> <li>Nihilent Limited.</li> </ul>	<ul style="list-style-type: none"> <li>SBI General Insurance Company Limited</li> </ul>
<b>Listed entities from which the Director resigned in the past three years</b>	<ul style="list-style-type: none"> <li>Gulf Oil Lubricants India Limited</li> <li>GOCL Corporation Limited</li> </ul>	<ul style="list-style-type: none"> <li>IDBI Bank Limited</li> </ul>
<b>Memberships/ Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)</b>	<ul style="list-style-type: none"> <li>Nihilent Limited – Chairman of Audit Committee</li> </ul>	Nil
<b>Relationship between Directors inter-se and Key Managerial Personnel of the Company</b>	None	None
<b>No. of shares held in the Company</b>	Nil	Nil