



EDELWEISS FINANCIAL SERVICES LIMITED

CIN: L99999MH1995PLC094641

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

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Website: 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), the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), from time to time (“the Circulars”), Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Resolutions set out hereunder are proposed to be passed by the Members of the Company by means of Postal Ballot, by way of remote e-voting process only.

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 May 14, 2025, have appointed Mr. Suresh Viswanathan, Designated Partner, M/s. SVVS & Associates Company Secretaries LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, 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, May 30, 2025, being **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.

The e-voting facility will commence from 9:00 a.m. on Saturday, June 7, 2025 and end at 5.00 p.m. on Sunday, July 6, 2025. 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 & Transfer Agent (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, who will announce the results on or before Tuesday, July 8, 2025, 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) and the Service Provider at 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. Sunday, July 6, 2025.

SPECIAL BUSINESSES:

1. Appointment of Mr. Venkatchalam Ramaswamy (DIN: 00008509) as Non-executive Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that in accordance with the provisions of the Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkatchalam Ramaswamy (DIN: 00008509), who was appointed as an Additional Director of the Company with effect from May 14, 2025, by the Board of Directors and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED that the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to 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. Payment of remuneration to the Independent Directors

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for payment of remuneration, to the Independent Directors notwithstanding the absence and/or inadequacy of profits in the Company during any financial year, in such a manner that the aggregate of the remuneration payable to the Independent Directors, shall not exceed ₹ 2.50 crores in any financial year, in accordance with the limits prescribed under the Act, during a period of 3 financial years commencing from April 1, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised 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 including deciding on the manner of payment of commission 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

Sd/-
Tarun Khurana
Company Secretary
Membership No. A12344

Registered Office:

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

Place: Mumbai

Date: May 14, 2025

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 Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) from time to time, 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, May 30, 2025 (**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.edelweissfn.com, BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and the website of NSDL, the remote e-voting service providing agency to the Company (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 the Members. 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 Statement, shall be available for inspection through electronic mode without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting, basis the request being sent on EfsI.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 EfsI.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 shareholder 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 shareholders/Members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, June 7, 2025 at 9:00 A.M. and ends on Sunday, July 6, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, May 30, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, May 30, 2025.

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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: <https://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 <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. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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 mumbaibranch@svvslp.com with a copy marked to evoting@nsdl.com. 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 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 or call on: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President/Ms. Pallavi Mhatre, senior Manager, NSDL at evoting@nsdl.com.

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.
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. 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.com 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 in respect of the special businesses mentioned in this Postal Ballot Notice dated May 14, 2025.

Item No. 1:

Mr. Venkatchalam Ramaswamy (DIN: 00008509), was associated with the Company as an Executive Director since February 20, 1996. Mr. Ramaswamy has been appointed as Managing Director & Chief Executive Officer of EAAA India Alternatives Limited (EAAA), a wholly owned subsidiary of the Company. In view of enhanced professional commitments at EAAA, Mr. Ramaswamy had requested for transition of the role as an Executive Director to Non-executive Director of the Company.

The Board of Directors at its Meeting held on May 14, 2025, had approved the transition of Mr. Ramaswamy from Executive Director to Non-executive Director of the Company and placed on record its sincere appreciation of the contribution made by Mr. Ramaswamy to the Company as an Executive Director.

Mr. Ramaswamy is one of the Promoters of the Company and has been an integral part of the Company since inception, during which time he has made significant contribution to the growth of the Company and the Group. Mr. Ramaswamy has over three decades of experience in the financial services sector and has been one of the driving forces in transforming the Company from a boutique investment bank to a leading diversified financial services company. Mr. Ramaswamy is an MBA from the University of Pittsburgh, USA, and also holds a Bachelor's Degree in Electronics Engineering.

Based on the recommendations of the Nomination & Remuneration Committee and considering the qualification and experience, the Board recommends the appointment of Mr. Venkatchalam Ramaswamy as Non-executive Director of the Company by an Ordinary Resolution as set out in Item No. 1 of the Notice.

The Company has received a notice from a Member under Section 160 of the Act, proposing the candidature of Mr. Ramaswamy for the office of Director of the Company.

Except Mr. Ramaswamy, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this item of business. Ms. Aparna T.C., wife of Mr. Venkatchalam Ramaswamy, is also one of the Promoters of the Company. Mr. Ramaswamy and his relatives also hold equity shares in the Company.

Item No. 2:

The Independent Directors of the Company are astute and eminent professionals who bring with them significant professional expertise and rich experience across wide spectrum of functional areas such as strategic leadership and management, financial services sector, financial and risk management, governance, public policy etc.

The Independent Directors of the Company are actively involved in strategic decision making process and have provided valuable contribution towards the growth of the Company.

The Members, at the 21st Annual General Meeting of the Company held on August 9, 2016, had approved the payment of commission to the Non-executive Directors of the Company up to 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 (the Act). The Company has been paying remuneration to the Independent Directors and the Non-executive Director within the aforesaid limits, approved by the Members.

As per the provisions of the Act read with the Rules framed thereunder and Schedule V thereto, a company may pay remuneration to the Non-executive Directors of the Company as per the provisions of Schedule V to the Act, in the event if the Company has no profits or the profits are inadequate. In such cases the payment has to be made basis the 'Effective Capital' calculated in the manner laid down in the Act.

During the financial year ended March 31, 2025, on consolidated basis, the Company has made profits and incurred losses on standalone basis. Therefore, it is proposed to pay remuneration to the Independent Directors, in accordance with the provisions of Schedule V to the Act. The Company has not defaulted in making payments to Banks, public financial Institutions, secured creditors and others.

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of any fees or compensation to Non-executive Directors (including Independent Directors) requires approval of Members.

Considering the rich experience and expertise brought into the Board by the Independent Directors, time commitment, guidance and oversight provided by them, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of Members, have recommended the proposal for payment of remuneration to the Independent Directors in the event of absence/inadequacy of profits during any financial year, in such a manner that the aggregate of the remuneration payable to the Independent Directors shall not exceed ₹ 2.50 crores in any financial year, during a period of 3 financial years commencing from April 1, 2024.

The payment of remuneration to the Independent Directors is linked to factors such as contribution at the Meetings of the Board and the Committees, attendance etc. The payment of the remuneration shall be in addition to the sitting fees paid for attending the Meetings of the Board and the Committees thereof. No remuneration would be paid to the Non-executive Non-Independent Directors in the event if the Company has no profits or the profits are inadequate.

The profile of the Independent Directors and the Remuneration Policy of the Company are available on the website of the Company at www.edelweissfin.com.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval of the Members.

The Independent Directors of the Company shall be deemed to be concerned or interested in the Resolution set out at Item No. 2 of the Notice to the extent of the remuneration which they may receive. Except Mr. C. Balagopal, none of the other Independent Directors and their relatives hold equity shares in the Company. None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this item of business.

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 Standards on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.

Particulars	Mr. Venkatchalam Ramaswamy
DIN	00008509
Date of Birth	August 12, 1966
Age	59 years
Nationality	Indian
Date of first Appointment	February 20, 1996
Qualification	<ul style="list-style-type: none"> • B.E. (Electronics & Communication) • MBA from the University of Pittsburgh
Brief details of experience and nature of expertise in specific functional area	Over three decades of experience in financial services sector
Number of Board Meetings attended during the year (as on the date of this Notice)	During the financial year ended March 31, 2025, the Board met four times. Mr. Ramaswamy attended all the four Board Meetings.
Terms and Conditions of appointment	Appointed as a Non-executive Director, liable to retire by rotation.
Remuneration to be paid	Entitled for sitting fees and the Commission
Remuneration last drawn (as on the date of this Notice) (FY 2024-25)	For the financial year ended March 31, 2025, Mr. Ramaswamy was paid a remuneration of ₹ 18.26 Million.
Directorship in other Companies (Public Limited Companies)	<ul style="list-style-type: none"> • EAAA India Alternatives Limited • Edelweiss Asset Reconstruction Company Limited • EAAA Real Assets Managers Limited • EAAA Transinfra Managers Limited
Listed entities from which the Director resigned in the past three years	ECL Finance Limited (a High Value Debt Listed Entity, as defined under the Listing Regulations)
Memberships/ Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	Member of the Stakeholders' Relationship Committee of EAAA Real Assets Managers Limited
Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
No. of shares held in the Company including shareholding as a beneficial owner	<p>Mr. Ramaswamy hold 5,95,76,560 Equity Shares of the face value of ₹ 1 each of the Company representing 6.30% of the paid-up share capital of the Company.</p> <p>In addition, relatives of Mr. Ramaswamy also holds 2,40,50,000 Equity Shares of the face value of ₹ 1 each of the Company, representing 2.54% of the paid-up share capital of the Company.</p>