

EEL/Sec/2024-25/39

February 11, 2025

**BSE Limited**

P J towers, Dalal Street,  
Fort,  
Mumbai- 400 001.

Dear Sir/Madam,

**Re: Notice of Extraordinary General Meeting**

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice convening the Extraordinary General Meeting of the Company scheduled to be held on Friday, February 14, 2025 at 2.00 p.m. at the Registered Office of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For ECap Equities Limited**

**Swadesh Agrawal**

**Executive Director & Company Secretary**

Encl.: as above

**ECap Equities Limited**

**Corporate Identity Number: U74900MH2008PLC287466**

Registered Office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiroli Road, Kurla West, Mumbai - 400 070

Corporate Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098, Tel No.: +91 022 4079 5199

Email: [cs@edelweissfin.com](mailto:cs@edelweissfin.com), Website: [www.ecap.edelweissfin.com](http://www.ecap.edelweissfin.com)

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO. 2/2024-25) OF THE MEMBERS OF ECAP EQUITIES LIMITED WILL BE HELD ON FRIDAY, FEBRUARY 14, 2025 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER 3, WING B, KOHINOOR CITY MALL, KOHINOOR CITY, KIROL ROAD, KURLA WEST, MUMBAI - 400070 TO TRANSACT THE FOLLOWING BUSINESSES:**

---

**1. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

**"RESOLVED** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act) and the Rules framed thereunder and pursuant to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and all other applicable Rules and Regulations and subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-convertible Debentures ("NCDs/the Debentures") upto an amount not exceeding Rs. 2,500 crores, for a period of 1 year from the date of passing the Resolution, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of the Company, as may be approved by the members from time to time.

**FURTHER RESOLVED** that for the purpose of creating, offering, issuing and allotting the Debentures, 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 determine the terms and conditions of the issue, 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. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution: -**

**“RESOLVED** that pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Rules framed thereunder (the Act) and subject to receipt of requisite approvals, if any, approval of the Members of the Company be and is hereby accorded for insertion of the following new Clause III A (1D) in the Memorandum of Association after the existing Clause III A (1C):

“1(D) To carry on the business of providers of all types and varieties of business process and strategic services to enterprises engaged in manufacturing, trading and service sectors including but not limited to financial services, insurance, , information technology, infrastructure by providing technology skills and expertise in core and non-core business processes, time share services, facilities management, front and back office support, enterprise support services, customer relationship management, human resource management, network facility management services related to customer interaction, value added data analysis for product development and marketing, data processing, data banking to management information systems, analysis, control and distribution of all kinds of data to such enterprises in the areas of amongst others of human resource management, quality management and support, payroll processing, , financial accounting, book keeping, fixed asset accounting and related documentation, invoice verification, bill passing, customer's bills and receipts processing, management of accounts payable and receivables, purchase management and processing of related documents, documentation related to all kinds of statutory and regulatory compliances and controls, administrative and other kinds of support services, act as franchisees, brokers, commission agents for sale of financial products and services on web, provide all kinds of value added Information technology enabled services including internet service portals, e-com, integrated transaction interchange engines, software product development.”

**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 determine the terms and conditions of the issue, 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  
ECap Equities Limited**

  
**Swadesh Agrawal**  
**Executive Director & Company Secretary**  
**Membership No. A21551**



**Place: Mumbai**  
**Date: February 5, 2025**

**Registered Office: -**  
**Tower 3, Wing B, Kohinoor City Mall,**  
**Kohinoor City, Kiroi Road,**  
**Kurla West,**  
**Mumbai - 400070**  
**CIN: U74900MH2008PLC287466**

**NOTES:**

1. The Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A Route Map along with Prominent Landmark for easy location to reach the venue of Extraordinary General Meeting is annexed with the notice of Extraordinary General Meeting.

Annexure to the Notice dated February 5, 2025

Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 1: -

The Members of the Company at the Extraordinary General Meeting held on February 16, 2024, by way of a Special Resolution had authorised the Board of Directors of the Company to issue NCDs on a private placement basis upto an amount not exceeding Rs. 2,500 crores, in one or more tranches.

To meet the financial requirements of the Company and for general corporate purposes, the consent of the Members is being sought by way of a Special Resolution as set out in Item No. 1 of the Notice for issue of Non-convertible Debentures ("NCDs/the Debentures") on a private placement basis, for an amount not exceeding Rs. 2,500 crores. The NCDs may be issued at par or at a premium and, may or may not be listed on the Stock Exchange(s) and on such other terms and conditions as 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) may determine.

The disclosures as required under the Act are as under:

- a) **Particulars of the offer including date of passing of the Board Resolution:** Resolution for issue of NCDs on a private placement basis for a value not exceeding Rs. 2,500 crores, in one or more tranches, had been passed by the Board at its Meeting held on February 5, 2025. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.
- b) **Kind of Securities offered and the price at which security is being offered:** Issue Price of the NCDs shall be determined at the time of issue of the respective series of the NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of NCDs in general.
- c) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** Not Applicable.

- d) **Name and address of valuer who performed valuation:** Not Applicable
- e) **Amount which the company intends to raise by way of such securities:**

Amount aggregating upto Rs. 2,500 crores in one or more tranches.

- f) **Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:**

At the time of issuance of respective series/ tranche of NCDs, the Board shall determine the terms and conditions of the offer / issue in the Placement Offer Cum Application Letter.

The Board shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs. The Special Resolution as set out in Item No. 1 of the Notice shall remain in force for a period of 1 year.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, directly or indirectly, concerned or interested in this item of business, except to the extent the NCDs that may be subscribed by them and the entities in which they may be interested.

**Item No. 2: -**

To enlarge the area of business operations of the Company, it is proposed to amend the Memorandum of Association (Memorandum) by way of insertion of a new Clause (1D) after the existing Clause (1C) in the Main Objects of the Memorandum of the Company, in the manner stated in Item No. 2 of the Notice.

The Board of Directors of the Company (the Board) at its Meeting held on February 5, 2025, had subject to necessary approval, approved proposal to alter the Memorandum of the Company, in the manner stated in Item No. 2 of the Notice.

The existing and the proposed Memorandum of Association of the Company are available for inspection by the Members of the Company at the Registered Office of the Company.

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

None of the Directors, Key Managerial Personnel and their relatives are, in any way, directly or indirectly, concerned or interested, financially or otherwise, in this item of business.

**For and on behalf of the Board of Directors  
ECap Equities Limited**



*Swadesh Agrawal*

**Swadesh Agrawal  
Executive Director & Company Secretary  
Membership No. A21551**

**Place: Mumbai**

**Date: February 5, 2025**

**Registered Office: -**

**Tower 3, Wing B, Kohinoor City Mall,**

**Kohinoor City, Kiroi Road,**

**Kurla West,**

**Mumbai - 400070**

**CIN: U74900MH2008PLC287466**



**ECap Equities Limited**  
Corporate Identity No. (CIN) - U74900MH2008PLC287466  
Registered office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City,  
Kirool Road, Kurla West, Mumbai 400070

**ATTENDANCE SLIP**  
Extraordinary General Meeting  
Friday, February 14, 2025 at 2.00 P.M. at the Registered Office of the Company at  
Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirool Road,  
Kurla West, Mumbai 400070

Folio No. /Client ID No./DP Id No.	
No. of shares	

I/we certify that I/we am/are a Registered Member/ Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 of the Company.

I/we hereby record my/our presence at the Extraordinary General Meeting of the Company on Friday, February 14, 2025 at 2.00 P.M. at the Registered Office of the Company at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirool Road, Kurla West, Mumbai - 400070 and at any adjournment thereof.

\*Member's/ Authorised  
Representative's/ Proxy's full name in block letters

Member's/ Authorised Representative/  
Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

\* Please strike off whichever is not applicable.

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**ECap Equities Limited**

Corporate Identity No. (CIN) - U74900MH2008PLC287466

Registered office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla West, Mumbai - 400070

Email: [cs@edelweissfin.com](mailto:cs@edelweissfin.com)

Folio No./ Depository A/c No. \_\_\_\_\_

I/We, being the member (s) of ..... Shares of the above-named company, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature ..... or failing him	Signature ..... or failing him	Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, February 14, 2025 at 2.00 P.M. the Registered Office of the Company at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla West, Mumbai – 400070 and at any adjournment thereof in respect of such resolutions are indicated below:-

Sr. No.	Special Resolutions	For	Against
1.	Issue of Non-convertible Debentures on Private Placement Basis		
2.	Alteration to the Memorandum of Association		

Signed this..... day of..... 2025.

Revenue Stamp

Affix

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

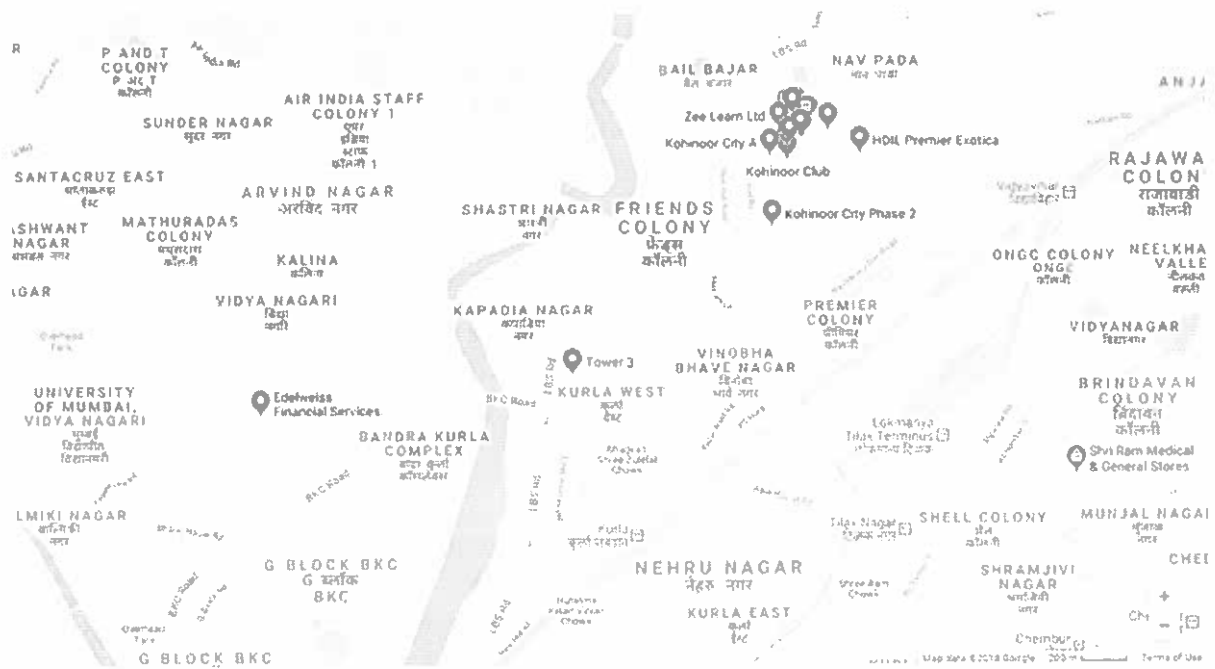
**Route Map of the venue of the Extraordinary General Meeting (EGM) of ECap Equities Limited to be held on Friday, February 14, 2025**

**EGM Venue: -**

Tower 3, Wing 'B', Kohinoor City, Kirol Road, Kurla (West), Mumbai - 400070

**Prominent Landmark: -**

Near Kohinoor Hospital, Kohinoor City, Kirol Road, Kurla (West), Mumbai - 400070 - Hospital is not visible in the map



**ECap Equities Limited**

**Corporate Identity Number: U74900MH2008PLC287466**

Registered Office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla West, Mumbai - 400070

Corporate Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098. Tel No.: +91 22 40795199

Email: [cs@edelweissfin.com](mailto:cs@edelweissfin.com), Website: [www.ecap.edelweissfin.com](http://www.ecap.edelweissfin.com)