Edelweiss
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EFCL/Sec/2025-26/27

September 29, 2025

BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/Madam,

Sub.: Notice of the 36th Annual General Meeting

The 36th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, September 30, 2025 at 4:00 P.M. at the Registered Office of the Company at Edelweiss House, Off. CST Road, Kalina, Mumbai – 400 098.

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the AGM.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edel Finance Company Limited

TARUN KHURANA

Digitally signed by TARUN KHURANA
Date: 2025.09.29 16:38:41 +05'30'

Tarun Khurana
Company Secretary & Chief Compliance Officer

Encl: as above

Edel Finance Company Limited
Corporate Identity Number: U65920MH1989PLC053909
Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098. Tel No.: +91 022 4079 5199
Email: cs@edelweissfin.com Website: www.edelfinance.edelweissfin.com

NOTICE OF THE 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EDEL FINANCE COMPANY LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI – 400 098, TO TRANSACT THE FOLLOWING BUSINESS:

<u>ORDINARY BUSINESS:</u>

1. To consider and adopt:-

a. the audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board and the Auditors thereon; and

b. the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Ms. Ananya Suneja (DIN: 07297081), who retires by rotation and, being eligible, offered herself for re-appointment.

<u>SPECIAL BUSINESS:</u>

3. Appointment of Mr. H.S. Upendra Kamath (DIN: 02648119) as an Independent Director

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

"**RESOLVED** that Mr. H.S. Upendra Kamath (DIN: 02648119), who was appointed as an Additional Director of the Company with effect from September 29, 2025, by the Board of Directors (hereinafter referred to as the Board) and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the Act) 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.

FURTHER RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof from time to time) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. H.S. Upendra Kamath (DIN: 02648119), who will be attaining the age of 75 years, be and is hereby appointed as an Independent Director of the Company to hold office for the term of 5 years from the conclusion of the forthcoming Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2030.

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
EDEL FINANCE COMPANY LIMITED

Tarun Khurana
Company Secretary
(Membership No. A12344)

Mumbai, September 29, 2025

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

CIN: U65920MH1989PLC053909
Email: cs@edelweissfin.com
Website: www.edelfinance.edelweissfin.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

   A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Annual General Meeting (AGM)/Meeting is convened at a shorter notice after obtaining the necessary consent of the Members as required under the Companies Act, 2013.

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 authorizing their representative to attend and vote on their behalf at the Meeting.

4. Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, information in respect of the Director seeking appointment / re-appointment at the Meeting is given in the Annexure to the Notice.

5. The Statutory Registers of the Company will be available for inspection by the Members at the AGM of the Company during the business hours on all working days up to the date of the AGM.

6. A Route Map along with Prominent Landmark for easy location to reach the venue of Meeting is annexed herewith.

Annexure to the Notice dated September 29, 2025

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

Item No. 3:

Based on the recommendations of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the Company (the Board) at its Meeting held on September 29, 2025, had appointed Mr. H.S. Upendra Kamath (DIN: 02648119) as an Additional Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 and the Rules framed thereunder (the Act), Mr. Kamath holds office up to the date of the forthcoming Annual General Meeting (AGM). Mr. Kamath was also appointed as an Independent Director for a period of 5 years with effect from September 29, 2025. The Company has received a notice from a Member proposing the candidature of Mr. Kamath as an Independent Director of the Company.

A brief profile of Mr. H. S. Upendra Kamath is as under:

Mr. Kamath is a Commerce Graduate and a Certified Associate of Indian Institute of Bankers (CAIIB) from Indian Institute of Banking and Finance.

Mr. Kamath has more than 5 decades of experience in the field of Banking. Mr. Kamath joined Union Bank of India in 1973 as a Probationary Officer and worked in various capacities including the position of General Manager till the year 2009. He was an Executive Director of Canara Bank from 2009 to 2011 and was the Chairman and Managing Director of Vijaya Bank from 2011 to 2013. He has also served as Managing Director & Chief Executive Officer of Tamil Nadu Mercantile Bank Limited from 2014 to 2017.

Mr. Kamath has consented to act as an Independent Director of the Company and has submitted the disclosures as required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and a declaration that he meets the criteria for appointment as an Independent Director as prescribed under Section 149 of the Act and the Listing Regulations, as applicable, and that he is not disqualified from being appointed as a Director of the Company as per the provisions of the Act and the Listing Regulations. Mr. Kamath is not debarred from being appointed as a Director by the Securities and Exchange Board of India and any other authority.

Mr. Kamath is a person of integrity and has relevant skills, experience and expertise in the area of Banking and Financial Service sector, 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. Kamath possesses and has the requisite skills and capabilities, as identified and required for an Independent Director of the Company.

Based on the recommendations of the Committee and considering his qualifications and experience, the Board recommends the appointment of Mr. Kamath as an Independent Director for a term of 5 years from the conclusion of the forthcoming AGM until the conclusion of the AGM to be held in the year 2030.

Mr. Kamath does not hold any shares in the Company.

Mr. Kamath is not related to any Promoter, Director and Key Managerial Personnel of the Company.

The Board recommends the passing of Resolution as set out in Item No. 3 of the Notice as a Special Resolution.

Except Mr. Kamath, none of the other Directors, Key Managerial Personnel and their relatives are in any way, directly or indirectly, concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

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Details of Directors seeking appointment / re-appointment at the 36th Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2):

Particulars	**Ms. Ananya Suneja**	**Mr. H.S. Upendra Kamath**
DIN	07297081	02648119
Date of Birth	June 13, 1973	December 14, 1953
Age	52 years	72 years
Date of first Appointment	May 24, 2023	September 29, 2025
Experience	Ms. Ananya Suneja has over 23 years of work experience, mainly in Banking and Financial Services. She has been with Edelweiss group since 2018. Prior to joining Edelweiss group, Ms. Suneja was associated with Deutsche Bank (DB) and also held senior Finance and related roles at General Electric (GE) and JP Morgan Chase India over the course of her career. Ms. Suneja is Chief Financial Officer of Edelweiss Financial Services Limited, the holding company.	Mr. Kamath has more than 5 decades of experience in the field of Banking. Mr. Kamath joined Union Bank of India in 1973 as a Probationary Officer and worked in various capacities including the position of General Manager till the year 2009. He was an Executive Director of Canara Bank from 2009 to 2011 and was the Chairman and Managing Director of Vijaya Bank from 2011 to 2013. He has also served as Managing Director & Chief Executive Officer of Tamil Nadu Mercantile Bank Limited from 2014 to 2017.
Qualifications	Ms. Suneja has completed her MBA (Finance) from SIBM, Pune and holds a BE (Electrical) degree	Mr. Kamath is a Commerce Graduate and a Certified Associate of Indian Institute of Bankers (CAIIB) from Indian Institute of Banking and Finance.

Terms and Conditions of Appointment/Re-appointment	Appointed as an Executive Director, liable to retire by rotation.	Appointed as an Independent Director for a period of 5 years
Remuneration to be paid	Nil, Ms. Suneja draws remuneration from Edelweiss Financial Services Limited, Holding Company.	Entitled for sitting fees for attending meetings of the Board & Committees and commission, if any
Remuneration last drawn	Nil	Nil
No. of Board Meetings Attended during the FY 2024-25	4	Not Applicable
Directorship in other Companies (Public Limited Companies)	1. ECap Equities Limited 2. Nuvama Custodial Services Limited 3. Mandala Organics Private Limited 4. EAAA India Alternatives Limited	1. Online PSB Loans Limited 2. S.G Finserve Limited 3. Kisan Mouldings Limited 4. SREE UGCL Projects Limited 5. APL Apollo Tubes Limited 6. Zuno General Insurance Limited 7. Sharda Cropchem Limited
Name of listed entities from which the person has resigned in the past three years	Edelweiss Rural & Corporate Services Limited (a High Value Debt Listed Entity as defined under the Listing Regulations)	None
Membership/ Chairmanship of Committees of other public limited companies (Audit Committee and Stakeholders' Relationship Committee)	None	<u>Audit Committee:</u> 1. Online PSB Loans Limited – Chairman 2. S.G Finserve Limited – Chairman 3. Sharda Cropchem Limited – Member 4. SREE UGCL Projects Limited – Member 5. Zuno General Insurance Limited – Member 6. APL Apollo Tubes Limited – Member

		Stakeholders Relationship Committee: Nil
Relationship with other Directors and with Key Managerial Personnel of the Company	None	None
No. of shares held in the Company	None	None

PROXY FORM

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

Edel Finance Company Limited
Corporate Identity No. (CIN): U65920MH1989PLC053909
Registered office: Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098.

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 36th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2025 at 4:00 p.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
	ORDINARY BUSINESS:		
1.	To consider and adopt:- a. the audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board and the Auditors thereon; b. the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.		
2.	To appoint a Director in place of Ms. Ananya Suneja (DIN: 07297081) who retires by rotation and, being eligible, offered herself for re-appointment.		
	Special Business		
3.	To appoint Mr. H.S. Upendra Kamath (DIN: 02648119) as an Independent Director		

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

Affix Revenue Stamp

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.

Edel Finance Company Limited
Corporate Identity No. (CIN): U65920MH1989PLC053909
Registered office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098

ATTENDANCE SLIP
36th Annual General Meeting – Tuesday, September 30, 2025 at 4:00 p.m.

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 /Proxy for Registered Member of Edel Finance Company Limited.

I/we hereby record my/our presence at the 36th Annual General Meeting of the Company to be held on Tuesday, September 30, 2025 at 4:00 p.m. at the Registered Office of the Company at Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai – 400 098 and at any adjournment thereof.

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

Member's/Authorised Representative/
Proxy's Signature

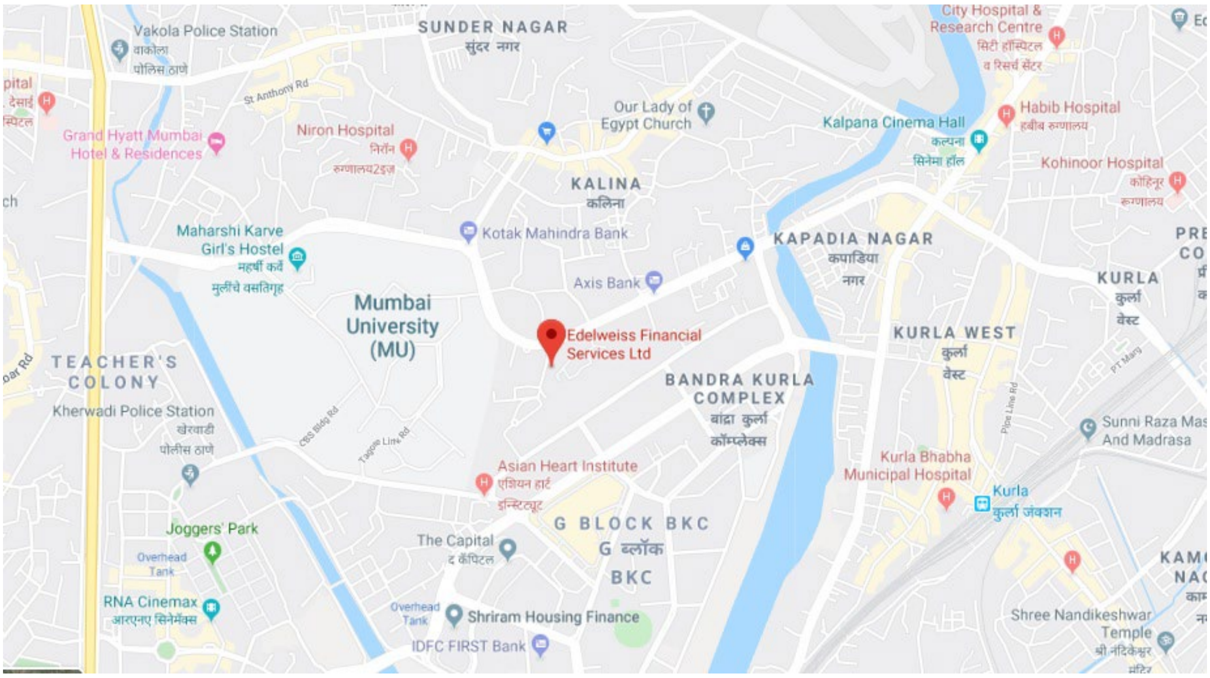
Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

* Please strike off whichever is not applicable

Route Map of the 36th Annual General Meeting of Edel Finance Company Limited to be held on Tuesday, September 30, 2025

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

Landmark: – University of Mumbai, Kalina



Edel Finance Company Limited
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