

EFCL/Sec/2026-27/8

May 22, 2026

**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 Thursday, May 28, 2026 at 4:00 p.m. at the Registered Office of the Company.

Kindly take the same on the record.

Thanking you,

Yours faithfully,

**For Edel Finance Company Limited**

**Tarun Khurana**  
**Company Secretary and Chief Compliance Officer**

Encl.: as above

## NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO. 1/2026-27) OF THE MEMBERS OF EDEL FINANCE COMPANY LIMITED WILL BE HELD ON THURSDAY, MAY 28, 2026 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF CST ROAD, KALINA, MUMBAI -400 098 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

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### **1. Re-appointment of Ms. Ananya Suneja as an Executive Director**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED** that pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof from time to time), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Ananya Suneja (DIN: 07297081), a Key Managerial Personnel of Edelweiss Financial Services Limited (EFSL), the Holding Company, as an Executive Director of the Company for a further period of 3 years from May 24, 2026 and that Ms. Suneja shall draw remuneration from EFSL.

**FURTHER RESOLVED** that 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 authorised on behalf of the Members of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution, and 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 including to vary the terms of appointment, without requiring the Board to secure any further consent or approval of the Members of the Company.”

### **2. Re-appointment of Ms. Vidya Shah as an Executive Director**

**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 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof from time to time), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Vidya Shah (DIN: 00274831)

as an Executive Director of the Company for a further period of 3 years with effect from August 3, 2026, on the following terms and conditions:-

- i) Salary Limit – up to Rs. 1.50 crores per annum.
- ii) Perquisites – up to Rs. 1.50 crores per annum.
- iii) Bonus – up to Rs. 2 crores per annum.

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

**FURTHER RESOLVED** that 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 authorised on behalf of the Members of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution, and 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 including to vary the terms of appointment, without requiring the Board to secure any further consent or approval of the Members of the Company."

### 3. Issue of Non-convertible Debentures on Private Placement basis

**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, 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 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. 2,000 crores, during the period of 1 year from the date of passing the Resolution, to the eligible investors, on a private placement basis, in tranches, on such terms and conditions as the Board may deem fit and wherever

necessary, in consultation with the 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."

**For and on behalf of the Board of Directors  
Edel Finance Company Limited**



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

**Date: May 22, 2026**  
**Registered Office:**  
Edelweiss House,  
Off C.S.T. Road, Kalina,  
Mumbai – 400 098.

**NOTES:**

1. A Member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office not less than forty-eight hours before the commencement of the Meeting. The proxy form is annexed to this Notice.
2. The Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. 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.
5. 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 May 22, 2026**

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

**ITEM NO: 1: -**

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors (the Board) of the Company at its Meeting held on April 28, 2026, had subject to the approval of the Members, re-appointed Ms. Ananya Suneja as an Executive Director of the Company for a further period of 3 years w.e.f. May 24, 2026.

Ms. Suneja is currently the Chief Financial Officer of Edelweiss Financial Services Limited (EFSL), the Holding Company of the Company and is leading financial strategy, planning and reporting, treasury and tax management, capital allocation and financial risk oversight. Ms. Suneja has held several board positions across her career and currently serves on the Boards of ECL Finance Ltd. and EAAA India Alternatives, underscoring strong governance and oversight responsibilities across Edelweiss.

Being the Chief Financial Officer of ESFL, Ms. Suneja shall draw remuneration from EFSL.

Ms. Suneja is a seasoned leader with over 26 years of experience across banking, financial services and manufacturing industries. Ms. Suneja brings with her deep expertise in financial strategy, risk management, finance transformation and board level responsibilities. Prior to joining Edelweiss, she held leadership roles across global institutions including Deutsche Bank, GE and JPMorgan Chase. These roles shaped her strong grounding in global best practices, complex financial operations, and cross functional stakeholder leadership.

The Board recommends Resolution at Item No. 1 as an Ordinary Resolution for the approval of the Members.

Except Ms. Suneja, 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: -**

On the recommendations of the Nomination and Remuneration Committee, the Board of the Directors (the Board) of the Company at its Meeting held on April 28, 2026, had subject to the approval of the Members, re-appointed Ms. Vidya Shah as an Executive Director of the Company for a further period of 3 years w.e.f. August 3, 2026.

Ms. Vidya Shah would be paid the remuneration as set out in the Resolution at Item No. 2 of the Notice.

The additional details with regard to Ms. Vidya Shah as required under the Companies Act, 2013 and the applicable laws and the Secretarial Standard - 2 on General Meetings, are provided hereunder: -

**I. General Information**

**(a) Nature of Industry:**

The Company is a Core Investment Company (CIC) registered with the Reserve Bank of India. The Company is engaged in the business of investing in securities of the Group Companies and lending money to them.

**(b) Date or expected date of commencement of commercial production:**

Not Applicable

**(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**(d) Financial performance based on the given indicators: -**

**Amount (Rs. in million)**

Particulars	For the financial year ended		
	March 31, 2024	March 31, 2025	March 31, 2026
Total Revenue	4,046.85	6,867.04	9,780.92
Total Expenses	3,904.37	6,822.23	6,770.83
Profit Before Tax	142.48	44.81	3,009.36
Profit / (Loss) After Tax	791.48	(32.39)	2,236.06

**(e) Foreign Investments or collaborators, if any:**

None

## II. Information about the appointee:

(a) **Background details:**

Ms. Vidya Shah is the Director and Chairperson of EdelGive Foundation, an organisation set up by Edelweiss Group.

With over three decades of rich industry experience, she has established EdelGive as a platform for strategic philanthropy. Under her stewardship, EdelGive has been instrumental in growing over 150 organisations, scaling their budgets, impact and reach exponentially.

She also serves on the boards and advisory boards of various organisations. She spent the first 11 years of her career in the field of investment banking.

Vidya holds Post Graduate Diploma in Business Management (PGDBM) from the Indian Institute of Management, Ahmedabad.

(b) **Past remuneration:**

Ms. Shah was paid a remuneration of Rs. 22,63,844/- during the financial year ended March 31, 2026.

(c) **Recognition or awards:**

None

(d) **Job profile and his / her suitability:**

Considering knowledge of Ms. Shah on various aspects relating to the Company's affairs and long business experience, the Board of Directors of the Company is of the opinion that for smooth and efficient running of the business, the services of Ms. Shah should be available to the Company.

(e) **Remuneration proposed:**

As set out in the Resolution at Item No. 2 of the Notice.

(f) **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of Origin):**

There are no comparable data available as regards to the appointee.

(g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:**

Except the remuneration, Ms. Shah has no other pecuniary relationship directly or indirectly with the Company and Key Managerial Personnel and other Directors.

III. **Other Information:**

(a) **Reasons of loss or inadequate profits:**

To meet the financial requirements, the Company has been raising funds by issue of Non-convertible Debentures and through Inter-corporate Deposits. The losses were mainly attributable to the higher interest cost.

(b) **Steps taken or proposed to be taken for improvement:**

As mentioned above, the losses were mainly on account of finance cost, therefore, the Company would explore alternative ways of raising funds.

(c) **Expected increase in productivity and profits in measurable terms:**

This would depend on the amount which the Company would be able to raise by alternative ways of raising the funds, hence, it would not be possible to provide the details in measurable terms.

In accordance with the provisions of Sections 196, 197, 203 & other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act, the proposed re-appointment and the terms of remuneration payable to Ms. Vidya Shah requires approval of Members by passing a Special Resolution.

The Board recommends Resolution at Item No. 2 as a Special Resolution for approval of the Members.

Except Ms. Shah, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in this item of business, in any manner whatsoever. Ms. Vidya Shah is also the Promoter and Non-executive Director of Edelweiss Financial Services Limited, the holding company of the Company.

**ITEM NO: 3: -**

To meet the financial requirements of the Company, it is proposed to seek the approval of the Members of the Company by way of a Special Resolution for further issue of Non-convertible Debentures ("NCDs/the Debentures") upto an amount of Rs. 2,000 crores, on a private placement basis, in tranches. The NCDs may be issued at par or at a premium and, may or may not be listed on the Stock Exchange(s) 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 proposed resolution will remain in force for a period of 1 year from the date of passing.

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. 2,000 crores, in tranches, was passed by the Board at its Meeting held on April 28, 2026. 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. 2,000 crores in 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 the Notice shall remain in force for a period of 1 year.

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

None of the Directors and the Key Managerial Personnel and their relatives are, in any way, directly or indirectly, concerned or interested, financially or otherwise in the Resolution set out in Item No. 3 of the Notice, except to the extent the NCDs may be subscribed by them and the entities in which they may be interested.

**For and on behalf of the Board of Directors  
Edel Finance Company Limited**



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

**Date: May 22, 2026**

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

**Details of Directors seeking re-appointment at the Extraordinary General Meeting pursuant to Secretarial Standard on General Meetings (SS-2): -**

Particulars	Ms. Ananya Suneja	Ms. Vidya Shah
Date of Birth	13-06-1973	18-06-1966
Age	53 years	59 years
Date of first Appointment	24-05-2023	28-05-2021
Qualifications and experience	<p>Ms. Ananya Suneja is the Chief Financial Officer of Edelweiss Financial Services Limited, leading financial strategy, planning and reporting, treasury and tax management, capital allocation and financial risk oversight. Ms. Suneja has held several board positions across her career and currently serve on the Boards of ECL Finance Ltd. and EAAA India Alternatives, underscoring strong governance and oversight responsibilities across Edelweiss.</p> <p>Ms. Suneja is a seasoned leader with over 26 years of experience across banking, financial services and manufacturing industries. Ms. Suneja brings with her deep expertise in financial strategy, risk management, finance transformation and board level responsibilities. Prior to joining Edelweiss, she held leadership roles across global institutions including Deutsche Bank, GE and JPMorgan Chase. These roles shaped her strong grounding in global best practices, complex financial operations, and cross functional stakeholder leadership.</p>	<p>Ms. Vidya Shah is the Director and Chairperson of EdelGive Foundation, an organisation set up by Edelweiss Group.</p> <p>With over three decades of rich industry experience, she has established EdelGive as a platform for strategic philanthropy. Under her stewardship, EdelGive has been instrumental in growing over 150 organisations, scaling their budgets, impact and reach exponentially.</p> <p>She also serves on the boards and advisory boards of various organisations. She spent the first 11 years of her career in the field of investment banking.</p> <p>Vidya holds Post Graduate Diploma in Business Management (PGDBM) from the Indian Institute of Management, Ahmedabad.</p>

<b>Terms and Conditions of Re-appointment</b>	Re-appointed as an Executive Directors for a further period of 3 years w.e.f. May 24, 2026.	Re-appointed as an Executive Directors for a period of 3 years w.e.f. August 3, 2026
<b>Remuneration to be paid</b>	Ms. Suneja shall draw remuneration from the Holding Company. No remuneration will be paid to her from the Company	As set out in the Resolution No. 2 of the Notice
<b>Remuneration last drawn</b>	Nil	Ms. Shah was paid Rs. 22,63,844/- as remuneration during the financial year ended March 31, 2026
<b>No. of Board Meetings Attended during the year - FY 2025-26</b>	8 out of 8	6 out of 8
<b>Directorship in other Companies (Public Limited Companies)</b>	<ol style="list-style-type: none"> <li>1. ECap Equities Limited</li> <li>2. Nuvama Custodial Services Limited</li> <li>3. ECL Finance Limited</li> <li>4. EAAA India Alternatives Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Edelweiss Financial Services Limited</li> <li>2. Edelgive Foundation</li> <li>3. Edelweiss Asset Reconstruction Company Limited</li> <li>4. Vardhman Special Steels Limited</li> </ol>
<b>Name of listed entities from which the person has resigned in the past three years</b>	-	-
<b>Membership/ Chairmanship in other public Limited Companies (Audit/ Stakeholder Relationship Committee only)</b>	-	<b>Audit Committee:</b> <ol style="list-style-type: none"> <li>1. Edelweiss Asset Reconstruction Company Limited - Member</li> <li>2. Vardhman Special Steels Limited - Member</li> </ol>

		<b>Stakeholders Relationship Committee:</b>  1. Edelweiss Asset Reconstruction Company Limited – Chairperson
<b>Relationship with other Directors inter-se and with Key Managerial Personnel of the Company</b>	None	None
<b>No. of shares held in the Company</b>	None	None

**Edel Finance Company Limited**  
Corporate Identity No. (CIN) - U65920MH1989PLC053909  
Registered office: Edelweiss House,  
Off. CST Road, Kalina,  
Mumbai 400098

ATTENDANCE SLIP  
Extraordinary General Meeting  
Thursday, May 28, 2026 at 4:00 p.m. at the Registered Office of the Company at  
Edelweiss House, Off CST Road, Kalina, Mumbai – 400 098.

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 the Company.

I/we hereby record my/our presence at the Extraordinary General Meeting of the Company on Thursday, May 28, 2026 at 4:00 p.m. at the Registered Office of the Company at Edelweiss House, Off CST 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.

**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. CST Road, Kalina, Mumbai – 400 098

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 Thursday, May 28, 2026 at 4:00 p.m. at the Registered Office of the Company at Edelweiss House, Off CST Road, Kalina, Mumbai - 400 098 and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolution	For	Against
1.	Re-appointment of Ms. Ananya Suneja as an Executive Director		
2.	Re-appointment of Ms. Vidya Shah as an Executive Director		
3.	Issue of Non-convertible Debentures on Private Placement Basis.		

Signed this..... day of..... 2026.

Revenue Stamp

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

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

Affix
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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 Edel Finance Company Limited to be held on Thursday, May 28, 2026**

**EGM Venue: -**

Edelweiss House, Off. CST Road, Kalina, Mumbai – 400 098

**Prominent Landmark: -**

Near Mumbai University, Kalina, Mumbai – 400 098

