

ERCSL/Sec/2023/14

February 20, 2023

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 enclosed the Notice convening the Extraordinary General Meeting scheduled to be held on Friday, February 24, 2023 at 2:00 p.m. at the Corporate Office of the Company at 4-A, 4th Floor, Emgeen Chambers, CST Road, Kalina, Santacruz (East), Mumbai – 400098.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Rural & Corporate Services Limited

Chirag Shah

Company Secretary

Encl.: as above

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EDELWEISS RURAL & CORPORATE SERVICES LIMITED WILL BE HELD ON FRIDAY, FEBRUARY 24, 2023 AT 2:00 P.M. (IST) AT THE CORPORATE OFFICE OF THE COMPANY AT 4-A, 4TH FLOOR, EMGEEN CHAMBERS, CST ROAD, KALINA, SANTACRUZ (EAST), MUMBAI - 400098 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

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 SEBI 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 (“the Debentures”) upto an amount not exceeding Rs. 1,000 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.

FURTHER RESOLVED that for the purpose of creating, offering, issuing and allotting the Debentures, the Board of Directors (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 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
Edelweiss Rural & Corporate Services Limited

Place: Mumbai
Date: February 20, 2023

Sd/-
Chirag Shah
Company Secretary
Membership No. A32465

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY 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 Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.
3. A 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.

Annexure to the Notice dated February 20, 2023

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

In order to meet the financial requirements, the Company issue and allot from time to time Non-convertible Debentures (“NCDs”) on a private placement basis to the eligible investors in accordance with the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (“the Act”), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, within the overall borrowing limits of the Company.

The Members of the Company at the Extraordinary General Meeting held on February 24, 2022 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. 1,000 crores, in one or more tranches. The said Resolution will remain in force upto February 23, 2023.

To meet the financial requirements of the Company and for general corporate purposes, it is proposed to seek the approval of the Members of the Company by way of a Special Resolution for issue of NCDs on a private placement basis, for an amount not exceeding Rs. 1,000 crores. 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 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. 1,000 crores, in one or more tranches, had been passed by the Board at its meeting held on January 28, 2023. 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 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. 1,000 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 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 the Notice.

None of the Directors and the Key Managerial Personnel and their relatives are interested or concerned in any manner in this item of business, 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
Edelweiss Rural & Corporate Services Limited**

Sd/-

**Chirag Shah
Company Secretary
Membership No. A32465**

**Place: Mumbai
Date: February 20, 2023**

Form No. MGT-11
Proxy form

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

Edelweiss Rural & Corporate Services Limited

Corporate Identity No. (CIN): U45201TG2006PLC078157

 Registered office: 2nd Floor, MB Towers, Plot No.5,

Road No. 2, Banjara Hills,

Hyderabad – 500034

 Email: 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	Signature	Signature
..... or failing him or failing him or failing him

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 24, 2023 at
 2:00 p.m. at the Corporate Office of the Company at : 4-A, 4th Floor, Emgeen Chambers, CST
 Road, Kalina, Santacruz (East), Mumbai – 400098 and at any adjournment thereof in respect
 of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	Issue of Non-convertible Debentures on Private Placement Basis.		

Signed this..... day of..... 2023.

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.

Edelweiss Rural & Corporate Services Limited

Corporate Identity No. (CIN) - U45201TG2006PLC078157

Registered office: 2nd Floor, M.B. Towers, Plot No.5,
Road No. 2, Banjara Hills, Hyderabad – 500 034.

ATTENDANCE SLIP

Extraordinary General Meeting

Friday, February 24, 2023 at 2:00 p.m. at the Corporate Office of the Company
at 4-A, 4th Floor, Emgeen Chambers, CST Road, Kalina, Santacruz (East), Mumbai – 400098

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 Edelweiss Rural & Corporate Services Limited

I/we hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Friday, February 24, 2023 at 2:00 p.m. at the Corporate Office of the Company at 4-A, 4th Floor, Emgeen Chambers, CST Road, Kalina, Santacruz (East), Mumbai – 400098 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