

ERCSL/Sec/2024-25/49

February 20, 2025

BSE Limited

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

Dear Sir/Madam,

Re.: Notice of the 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 Tuesday, February 25, 2025 at 4:00 p.m. at the Corporate Office of the Company at Edelweiss House, Off. CST Road, Kalina, Mumbai – 400 098.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Rural & Corporate Services Limited

Christina D'souza

Executive Director & Company Secretary

Encl.: as above

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (1/2024-25) OF THE MEMBERS OF EDELWEISS RURAL & CORPORATE SERVICES LIMITED WILL BE HELD ON TUESDAY, FEBRUARY 25, 2025 AT 4.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF. CST ROAD, KALINA, MUMBAI - 400 098 TO TRANSACT THE FOLLOWING BUSINESS:

1. Issue of Non-convertible Debentures

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 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."



2. Appointment of Ms. Christina D'souza as Director of the Company

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 152 and 161 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Christina D'souza (DIN: 10936949), who was appointed as an Additional Director of the Company with effect from February 5, 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 her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

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."

3. Appointment of Ms. Christina D'souza as an Executive Director of the Company

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

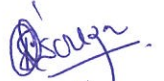
"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for appointment of Ms. Christina D'souza (DIN:10936949), as an Executive Director of the Company for a period of 3 years with effect from February 5, 2025, on the terms and conditions set out below:-

- i) Basic Salary Limit: not exceeding Rs. 40 lakhs per annum
- ii) Performance Bonus: up to Rs. 40 lakhs per annum
- iii) Perquisites: up to 50 % of the Basic Salary Limit.



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."

**For and on behalf of the Board of Directors
Edelweiss Rural & Corporate Services Limited**



Christina D'souza
Executive Director & Company Secretary
DIN: 10936949
Membership No. A18781

Mumbai, February 20, 2025



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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. The Meeting is convened at a shorter notice after obtaining the necessary consent of the Members as required under the Companies Act, 2013.
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 February 20, 2025

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

Item No.1:-

In order to meet the financial requirements, the Company issues and allots 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 other applicable provisions, if any, of the Companies Act, 2013 the Rules framed thereunder ("the Act") and the 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 22, 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. 1,000 crores, in one or more tranches. The said Resolution will remain in force upto February 21, 2025.

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 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. 1,000 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 the 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 the 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 the NCDs the Board shall determine the terms and conditions of the offer / issue in the relevant Offering Document.

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 which may be subscribed by them and the entities in which they may be interested.

Item Nos. 2 & 3:-

Based on the recommendations of the Nomination and Remuneration Committee (the Committee), the Board of Directors of the Company at its Meeting held on February 5, 2025, appointed Ms. Christina D'souza (DIN: 10936949) as an Additional Director. Ms. D'souza is also appointed as an Executive Director of the Company for a term of 3 years with effect from February 5, 2025, subject to the approval of the Members of the Company.

The additional details as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are set out in Annexure 1 forming part of this Notice and the details as per Schedule V to the Companies Act, 2013 are given below:

I. General Information

(a) Nature of Industry:

The Company is engaged in providing end-to-end business solutions including warehousing and procurement services, quality assaying and testing, and also trading and investment.

(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	Financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Total Revenue	3,109.37	8,012.17	10,841.31
Total Expenses	4,118.08	9,765.25	11,661.79
Loss before Tax	1,008.71	1,753.08	820.48
Loss after Tax	1,026.37	1,968.54	746.01

(e) Foreign Investments or collaborators, if any:

None

II. Information about the appointee:

(a) Background details:

Ms. Christina D'souza is a qualified Company Secretary and has extensive experience of over 18 years in Governance & Compliance. Ms. D'souza is associated with Edelweiss Group since November 2023 and is presently designated as the Company Secretary of the Company.

She was previously associated with IDBI Capital Markets & Securities Limited as the Company Secretary, Compliance Officer and Head Legal and Motilal Oswal Financial Services Limited.

(b) Past remuneration:

Ms. D'souza has not drawn any remuneration in her capacity as Director of the Company.

Considering the experience and expertise of Ms. Christina D'souza, the Board recommends passing of the Resolutions as set out in Item Nos. 2 and 3 of the Notice as an Ordinary Resolution and Special Resolution, respectively.

Except Ms. Christina D'souza, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 2 and 3 of the Notice.

**For and on behalf of the Board of Directors
Edelweiss Rural & Corporate Services Limited**



**Christina D'souza
Executive Director & Company Secretary
DIN: 10936949
Membership No. A18781**

Mumbai, February 20, 2025

CIN: U45201TG2006PLC078157

Edelweiss Rural & Corporate Services Limited

CIN: U45201TG2006PLC078157

Regd. Off.: 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad 500 034 Tel. No.: +91 40 40316900

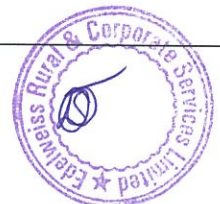
Corporate Office: Edelweiss House, Off. CST Road, Kalina, Mumbai – 400098 Tel. No.: +91 22 4079 5199

Email: cs@edelweissfin.com Website: <https://ercsl.edelweissfin.com>



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

Particulars	Ms. Christina D'souza
Date of Birth	December 24, 1981
Age	43 years
Date of first Appointment	February 5, 2025
Qualification and Experience in functional Area	<p>Ms. Christina D'souza is a qualified Company Secretary and has extensive experience of over 18 years in Governance & Compliance.</p> <p>Ms. D'souza is associated with Edelweiss Group since November 2023. Ms. D'souza is presently designated as the Company Secretary of the Company.</p> <p>She was previously associated with IDBI Capital Markets & Securities Limited as the Company Secretary, Compliance Officer and Head Legal and Motilal Oswal Financial Services Limited.</p>
Terms and Conditions of Appointment/Re-appointment	Appointed as an Executive Director for a period of 3 years w.e.f. February 5, 2025, liable to retire by rotation
Remuneration to be paid	Please refer to the Resolution set out in Item No. 3 of the Notice
Remuneration last drawn	Ms. Christina D'souza has not drawn any remuneration in her capacity as an Executive Director
No. of Board Meetings Attended during the FY 2024-25	Not Applicable
Directorship in other Companies (Public Limited Companies)	None
Name of listed entities from which the person has resigned in the past three years	None
Membership/ Chairmanship of Committees of other public limited companies (Audit Committee and Stakeholders' Relationship only)	None
Relationship with other Directors inter-se and with Key Managerial Personnel of the Company	None
No. of shares held in the Company	Nil



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

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 Tuesday, February 25, 2025 at
4.00 p.m. at the Corporate Office of the Company at Edelweiss House, Off CST Road, Kalina,
Mumbai – 400 098 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 (Special Resolution)		
2.	Appointment of Ms. Christina D'souza as Director (Ordinary Resolution)		

Edelweiss Rural & Corporate Services Limited

CIN: U45201TG2006PLC078157

 Regd. Off.: 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad 500 034 Tel. No.: +91 40 40316900

Corporate Office: Edelweiss House, Off. CST Road, Kalina, Mumbai – 400098 Tel. No.: +91 22 4079 5199

 Email: cs@edelweissfin.com Website: <https://ercsl.edelweissfin.com>


3.	Appointment of Ms. Christina D'souza as an Executive Director (Special Resolution)		
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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.



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

Tuesday, February 25, 2025 at 4.00 p.m.

at the Corporate 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 Edelweiss Rural & Corporate Services Limited

I/we hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Tuesday, February 25, 2025 at 4.00 p.m. at the Corporate 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



Route Map of the venue of the Extraordinary General Meeting (EGM) of Edelweiss Rural & Corporate Services Limited to be held on February 25, 2025

EGM Venue: -

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

Prominent Landmark: -

Near Mumbai University, Kalina, Mumbai – 400 098

