NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Edel Investments Limited will be held on Friday, March 12, 2021 at 10:00 a.m. at Edelweiss House, Off CST Road, Kalina, Mumbai- 400098, to transact the following Special Business:

1. **Re-classification of the Authorised Share Capital**

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

"RESOLVED that pursuant to the provisions of Sections 61, 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) {the Act} read with the Rules as may be applicable and as amended from time to time ('the Rules ') approval of the members of the Company be and is hereby accorded for re-classification of 35,00,000 (Thirty Five Lakhs) Equity Shares of the face value of Rs. 10/- each, forming part of the existing un-issued Authorised Share Capital of the Company into 35,00,000 (Thirty Five Lakhs) Preference Shares of Rs. 10/- each and on such re-classification, the Authorised Share Capital of Rs. 40 Crores shall be divided into 3,60,00,000 (Three Crores Sixty Lakhs) Equity Shares of the face value of Rs. 10/- each and 40,00,000 (Forty Lakhs) Preference Shares of the face value of Rs. 10/- each.

FURTHER RESOLVED that the existing Clause V of the Memorandum of Association of the Company be deleted and be substituted by the following Clause as the Clause V of the Memorandum of Association of the Company :-

V. The Authorised Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crores only) divided into 3,60,00,000 (Three Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 40,00,000 (Forty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each with the power to increase or reduce the Share Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 for the time being in force and regulations of the Company and to vary, modify or abrogate such rights."

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary 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 of Directors to secure any further consent or approval of the members of the Company.

2. **Issue of Preference Shares on Rights Basis**

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

"RESOLVED that in accordance with the provisions of Sections 55, 62 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) {the Act} read with the Companies (Share Capital and Debentures) Rules, 2014 (as amended from time to time) ('the Rules') , the Memorandum of Association and the Articles of Association of the Company and all other applicable laws or any other statutory/ regulatory authorities and subject to all such other approvals , consents, permissions, and/ or sanctions of any authorities as may be necessary, consents of the members be and is hereby accorded to the Board of

Directors of the Company (hereinafter regerred to as the "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution) to issue, offer and allot 30,00,000 (Thirty Lakhs) - 12% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10 /- (Rupees Ten Only) for cash at a premium of Rs. 990 /- (Rupees Nine Hundred and Ninety only) per Preference Share, redeemable on March 25, 2022 at a premium of Rs. 990 /- (Rupees Nine Hundred and Ninety only) per Preference share aggregating to Rs. 300 crores on a right basis in one or more tranches on the following terms and conditions:

1) **Issue Price**: Preference Shares of Rs. 10 each/- (Rupees Ten only) will be issued for cash at a premium of Rs. 990/- { Rupees Eighty only } per Preference Share;

2) **Rate of Dividend**: Divided rate will be 12% p.a. (on the face value) on each Preference Share of Rs. 10 each;

3) **Priority with respect to payment of dividend or repayment of Capital**: The Preference Shares will carry a preferential right *vis- a -vis* Equity Shares of the Company with respect to payment of dividend or repayment of Capital during winding up;

4) **Participation in surplus funds/ surplus assets and profits**: The Preference Shares shall be non-participating in the surplus funds / surplus assets and profits on winding up which may remain after the entire capital has been repaid;

5) **the Payment of dividend on cumulative or non-cumulative basis:-** The Preference Shares will carry non-cumulative dividend right;

6) **Conversion of preference shares into equity Shares:-** The Preference Shares proposed to be issued will be non-convertible.

7) **Voting Rights** : The Preference Shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

8) **Tenure and Redemption Terms**: The Preference Shares shall be redeemed (including premium of Rs. 990/- per preference share) at any time after a period of six months from the date of allotment with an option to the issuer / investor to exercise such option with 10 days of notice before the redemption date. In any case the redemption date shall not extend beyond March 25, 2022

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve other terms and conditions relating to issue and redemption of aforesaid Preference Shares including the authority to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to the provisions of the Act and to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT the Board be and are hereby authorised to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary 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 of Directors to secure any further consent or approval of the members of the Company."

For and on behalf of the Board of Directors
For Edel Investments Limited

Date: March 10, 2021
Place: Mumbai

Sd/-
Deepak Mundra
Director

Regd. Office: 2nd Floor, MB Towers, Plot No.5,
Road No. 2, Banjara Hills,
Hyderabad – 500 034
CIN No.: U65923TG2009PLC112586
Email: cs@edelweissfin.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF 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. 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.

3. The physical copies of the documents required to be kept for inspection under Section 102 of the Companies Act, 2013 will also be available at the Company's registered office for inspection during business hours on every working day upto the date of the General Meeting.

4. Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is attached herewith.

Annexure to the notice dated February 08, 2021

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

Item No. 1

To augment the capital base and meet the long term financial requirements of the Company, it was proposed to issue and allot 30,00,000 (Thirty Lakhs) – 12 % Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10/- each (Rupees Ten Only) for cash at a premium of Rs. 990/- (Rupees Nine Hundred Ninety only) per Share ("the Preference Shares") aggregating to Rs. 300 crores to ECap Equities Limited, the holding company ("ECAP").

In order to issue the Preference Shares to ECAP, it is proposed to re-classify 35,00,000 (Thirty Five Lakhs) Equity Shares of the face value of Rs. 10/- each, forming part of the existing un-issued Authorised Equity Share Capital of the Company into 35,00,000 (Thirty Five Lakhs) Preference Shares of the face value of Rs. 10/- each forming part of Authorised Preference Share Capital of the Company.

In accordance with the provisions of sections 61, 13 and other applicable provisions if any of the Companies Act, 2013 and the Rules framed thereunder as may be applicable , it would be necessary to obtain the approval of the members for the re-classification of Authorised Share Capital of the Company by way of an Ordinary Resolution as proposed in Item No. 1 of the Notice.

The existing and the proposed Memorandum of Association of the Company are available for inspection by a Member of the Company at the Registered/Corporate Office of the Company/venue of the Meeting.

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

None of the Directors, Key Managerial Personnel and their relatives are interested or concerned in any manner in this item of business.

Item No. 2

The Company had allotted 30,00,000 – 12% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10/- each (hereinafter referred to as "the Preference Shares") for cash at a premium of Rs. 990 per share aggregating to Rs. 300,00,00,000 which are due for redemption on March 30, 2021.

The Board of Directors of the Company at its meeting held on February 12, 2021 has approved the proposal to redeem the aforesaid preference shares out of the proceeds of fresh issue of Preference Shares.

It is proposed to issue 30,00,000 – 12% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10/- each (hereinafter referred to as "the Preference Shares") for cash at a premium of Rs. 990 per share aggregating to Rs. 300,00,00,000 to existing equity shareholders on right basis in proportion to their existing shareholding, in one or more tranches.

In accordance with the provisions of Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, approval of the Members, by way of a Special Resolution will be required for the proposed issue. Accordingly, the approval of the Members is being sought, by way of a Special Resolution, for the proposed issue and offer of preference shares.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the preference shares are as under:

1	The size of the issue and number of preference shares to be issued and nominal value of each share	Upto 30,00,000 (Thirty Lakhs) 9% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10 each/- (Rupees Ten only) for cash at a premium of Rs. 990/- {Rupees Nine Hundred and Ninety only} per Preference Share, aggregating to Rs. 3,00,00,00,000[Rupees Three Hundred Crores only] on a rights basis in one or more tranches.
2.	The nature of such shares, i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Non – cumulative, Non-participating and Non-Convertible Redeemable Preference Shares.
3.	The objectives of the issue	To redeem the 3,00,000 (Three Lakhs) - 12 % Non- cumulative Non-convertible Redeemable Preference Shares of Rs. 10 each/- (Rupees Ten only) issued for cash at a premium of Rs. 990/- which are due for redemption on March 30, 2021.
4.	The manner of issue of shares	Offer on Rights Basis.
5.	The price at which such shares are proposed to be issued	The Preference Shares of face value of Rs. 10/- each will be issued at a premium of Rs 990/- per Preference Shares aggregating to Rs. 90 per preference share.
6.	The basis on which the price has been arrived at	The price has been arrived, considering the terms of issue and redemption of Preference Shares.
7.	The terms of issue, including terms and rate of dividend on each share, etc.	Each Preference Share shall carry dividend @ of 12% p.a. (on the face value).
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The tenure of the Preference Shares shall be upto March 25, 2022 and shall be redeemed at a premium of Rs. 990/- {Rupees Nine Hundred and Ninety only} per Preference Share. on March 25, 2022 (the Redemption date) However the Preference Shares may be redeemed at any time before the Redemption date) at the option of the Company or the Preference Shareholders by issuing written notice of seven (07) working days to the opposite party at a premium of Rs. 990/- { Rupees Nine Hundred and Ninety only } per Preference Share.
9.	Manner and mode of redemption	In accordance with the provisions of the Act.
10.	The current shareholding pattern of the Company	
(a)	Equity Share Capital of the Company	As stated hereunder.
(b)	Preference Share Capital of the Company	As stated hereunder.
11.	the expected dilution in equity share upon conversion of preference shares	Nil, since the Preference Shares are Non – Convertible and issued on a Rights Basis to the existing equity shareholder.

<u>Shareholding pattern of the Company as on March 10, 2021</u>

<u>Equity Share Capital</u>

Sr. No	Particulars /Category	No. of Shares	Percentage (%)
1.	ECap Equities Limited	3,16,52,000	90.38%
2.	Edelweiss Financial Services Limited	33,69,994	9.62
3.	Mr. Dipakkumar K. Shah*	1	0.0000%
4.	Mr. Ganesh Umashankar*	1	0.0000%
5.	Mr. Amit Pandey*	1	0.0000%
6.	Mr. Sunil Thorat*	1	0.0000%
7.	Ms. Rupa Agarwal*	1	0.0000%
	Total (A)	**3,50,22000**	**100%**

**Nominees of ECap Equities Limited*

<u>Preference Share Capital</u>

<u>12% Non-cumulative Non- convertible Redeemable Preference Shares</u>

1.	ECap Equities Limited	3,00,000	100%
	Total (B)	**3,00,000**	**100%**
	Total (A+B)		

The issue of preference shares is in accordance with the Articles of Association of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

For and on behalf of the Board of Directors
Edel Investments Limited

Sd/-
Deepak Mundra
Director

Date: March 10, 2021
Place: Mumbai

Regd. Office: 2nd Floor, MB Towers, Plot No.5,
Road No. 2, Banjara Hills,
Hyderabad – 500 034
CIN No.: U65923TG2009PLC112586
Email: cs@edelweissfin.com

Corporate Identity No. (CIN) - U65923TG2009PLC112586

Registered office: 2nd Floor, MB Towers, Plot No.5, Road No. 2, Banjara Hills, Hyderabad – 500034

ATTENDANCE SLIP

EXTRA - ORDINARY GENERAL MEETING March 12, 2021 at 10 a.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 Investments Limited.

I/we hereby record my/our presence at the Extra - Ordinary General Meeting of the Company to be held on Friday, March 12, 2021, at 10 a.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

Edel Investments Limited	**PROXY FORM**
Corporate Identity No. (CIN) – U65923TG2009PLC112586 Registered office: 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad - 500 034, Tel No.: +91 40 4031 6900	*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]*

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 Extra-ordinary General Meeting of the Company, to be held on Friday, March 12, 2021 at 10:00 a.m. at Edelweiss House, Off CST Road, Kalina, Mumbai- 400098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Special Business			
1.	Alteration in Share Capital		
2.	Issue of Preference Shares on a right basis		

Signed this……………………… day of………………………… 2019.

Stamp

Affix Revenue

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

Meeting of the Equity Shareholders of Edel Investments Limited – March 12, 2021