NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Edel Investments Limited will be held on Thursday, June 17, 2021 at 10:00 a.m. at Edelweiss House, Off CST Road, Kalina, Mumbai- 400098, to transact the following Special Business:

1. Increase in 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 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 40,00,00,000/-(Rupees Forty Crores only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 40,00,000 (Forty Lacs) Preference Shares of Rs. 10/- each (Rupees Ten only) to Rs. 42,50,00,000/-(Rupees Forty Two Crores Fifty Lacs only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 65,00,000 (Sixty Five Lacs) Preference Shares of Rs. 10/- each (Rupees Ten only) by creation of new/additional 25,00,000 (Twenty Five Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only).

FURTHER RESOLVED that the existing Clause V (a) of the Memorandum of Association of the Company be deleted and in its place following new Clause be inserted as Clause V (a):-

V (a). The Authorised Share Capital of the Company is Rs. 42,50,00,000/-(Rupees Forty Two Crores Fifty Lacs only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 65,00,000 (Sixty Five Lacs) Preference Shares of Rs. 10/- each (Rupees Ten only) 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 any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further 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, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred 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 offer, issue and allot 25,00,000 (Twenty Five 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. 250 crores (Rupees Two Hundred and Fifty crores) on right basis to the existing shareholders 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 Nine Hundred and Ninety 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 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."

3. Appointment of Mr. Karan Raheja as an Executive Director

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 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") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time (the Rules), and subject to necessary approvals, if any, consent of the Members be and is hereby accorded for the appointment of Mr. Karan Raheja (DIN: 08140008) as an Executive Director of the Company for a period of 3 years with effect from April 01, 2021, on the terms and conditions set out below:

(a) Salary Limit: Not to exceed Rs. 80,00,000/- per annum.

(b) Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 150% of salary limit, may also be made, and at such intervals as may be decided from time to time.

(c) Perquisites: In addition to the salary and the performance bonus, Mr. Karan Raheja shall be entitled to the perquisites as per the Rules of the Company.

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 appointment of Mr. Karan Raheja the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Karan Raheja and within the overall limits prescribed under the Act;

FURTHER RESOLVED THAT subject to the applicable provisions of the Act, the Board be and is hereby authorized to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle 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 of Edel Investments Limited

Deepak Mundra
Director

Date: May 25, 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

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 May 25, 2021

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

Item No. 1

The Present 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 Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 40,00,000 (Forty Lacs) Preference Shares of Rs. 10/- each (Rupees Ten only).

As a part of corporate planning, the Company is constantly evaluating ways to augment its resources. With a view to meet the long-term financial requirements and growth of the Company, it is proposed to issue further Preference Shares which will require an increase in the Authorised Share Capital of the Company from Rs. 40,00,00,000/-(Rupees Forty Crores only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 40,00,000 (Forty Lacs) Preference Shares of Rs. 10/- each (Rupees Ten only) to Rs. 42,50,00,000/- (Rupees Forty Two Crores Fifty Lacs only) divided into 3,60,00,000 (Three Crores Sixty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 65,00,000 (Sixty Five Lacs) Preference Shares of Rs. 10/- each (Rupees Ten only) by creation of new/additional 25,00,000 (Twenty Five Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only).

Consequent upon the increase in the Authorised Share capital, it is proposed to amend the existing Clause V (a) of the Memorandum of Association of the Company in the manner set out in the Notice.

A copy of the existing and the proposed Memorandum of Association of the Company is available for inspection by any Member at the Registered Office of the Company/ Venue of the Meeting.

The Board recommends the passing of an Ordinary Resolution as set out in the Notice for the approval of Members.

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

Item No. 2

In order to meet the working capital requirements of the Company, it is proposed to issue upto 25,00,000 – 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. 250 crores (Rupees Two Hundred Fifty crores) to existing 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 25,00,000 (Twenty Five 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 and Ninety only} per Preference Share, aggregating to Rs. 250 crores [Rupees Two Hundred and Fifty 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 meet the fund requirements.
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. 1000/- 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 ten (10) 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	As stated hereunder.
(a)	Equity Share Capital of the Company	
(b)	Preference Share Capital of the Company	
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 shareholders.

Shareholding pattern of the Company as on May 25, 2021

Equity Share Capital

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	Nil
4.	Mr. Ganesh Umashankar*	1	Nil
5.	Mr. Amit Pandey*	1	Nil
6.	Mr. Sunil Thorat*	1	Nil
7.	Ms. Rupa Agarwal*	2	Nil
	Total (A)	**3,50,22,000**	**100%**
**Nominees of Edelweiss Financial Services Limited*			
Preference Share Capital			
12% Non-cumulative Non- convertible Redeemable Preference Shares			
1.	ECap Equities Limited	30,00,000	100%
	Total (B)	**30,00,000**	**100%**
	Total (A+B)	**3,80,22,000**	**100%**

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. 2 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. 2 of the Notice.

Item No. 3

In accordance with provisions of Articles of Association of the Company, the Board of Directors of the Company ("the Board") appointed Mr. Karan Raheja (DIN: 08140008) as an Additional Director of the Company w.e.f August 10, 2018.

The Board of Directors, after considering the experience, expertise of Mr. Karan Raheja (DIN: 08140008) and parameters for consideration of remuneration, at their meeting held on April 09, 2021 had recommended to the Shareholders, appointment of Mr. Karan Raheja (DIN: 08140008) as an Executive Director of the Company for a period of three years w.e.f. April 01, 2021 by passing a Special Resolution. The proposed resolution is being recommended to the Members as an enabling resolution in case of inadequacy of profits. The remuneration as set out in the resolution may exceed the limits as provided in the Companies Act, 2013.

<u>Details of Mr. Karan Raheja pursuant to Secretarial Standard on General Meetings (SS-2) and Schedule V of the Companies Act, 2013 are given below:</u>

I. General Information

(a) Nature of Industry

The Company is a SEBI Registered Stock Broker and is engaged in the business of providing Securities Broking and Trading Services.

(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.

Performance of the Company for the Financial Years 2018-19, 2019-20 and 2020-21 are set out as under:

Particulars	**Amount (Rs. in millions) As on March 31, 2021**	**Amount (Rs. in millions) As on March 31, 2020**	**Amount (Rs. in millions) As on March 31, 2019**
Total Revenue	116.90	-312.09	230.91
Total Expenses	96.62	120.61	226.97
Profit/(Loss) Before Tax	20.28	-432.70	3.94
Profit/(Loss) After Tax	5.99	-312.52	62.26

(e) Foreign Investments or collaborators, if any:

None

II. Information about the appointee:

(a) Background details:

Mr. Karan Raheja, aged 37 years, holds a Bachelors degree in Computer Science Engineering from Thadomal Shahani Engineering College (TSEC), Mumbai University. Mr. Karan Raheja has close to two decades of multifaceted domain expertise in the financial sector spanning across capital markets and presently Responsible for managing the Quant Trading business in Global markets of Edelweiss group. He continues to play a fundamental role in several key initiatives including strategy, business development, planning, finalizing and executing the long term strategy of the Global markets group as a whole.

He was appointed as an Non-Executive Director of the Company w.e.f. August 10, 2018. He has attended all the nine (9) meetings of the Board of Directors of the Company held till date during the financial year 2020-21.

He neither holds any Directorship in other companies nor does he hold any Membership or Chairmanship in Committees of other Board. He also does not hold any shares in the Company.

(b) Past remuneration:

Mr. Karan Raheja was appointed as a Non-Executive Director w.e.f. August 10, 2018. Mr. Raheja is already drawing the remuneration as set out in the resolution. The proposed resolution is being recommended to the Members as an enabling resolution in case of inadequacy of profits.

(c) Recognition or awards: None

(d) Job profile and his suitability:

Considering aforesaid vast experience of Mr. Karan Raheja, the Board of Directors of the Company has proposed and recommended the resolution of his appointment as an Executive Director on the terms and conditions as stated in the proposed Special Resolution.

(e) Remuneration proposed: There is no change in remuneration.

(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.)

The proposed remuneration is not comparable with other companies in the financial service sector due to the diverse nature of business and the functions handled by Mr. Karan Raheja.

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

Except for his remuneration, Mr. Karan Raheja has no other pecuniary relationship directly or indirectly with the Company, other Directors and Key Managerial Personnel of the Company.

III. Other Information:

(a) Reasons of loss or inadequate profits:

The Covid-19 pandemic outbreak across the world including India has resulted in most countries announcing lockdowns and quarantine measures that have sharply stalled economic activities across the world. The Indian economy is impacted and would continue to be impacted by this pandemic and the resultant lockdown, due to the contraction in industrial and services output across small and large businesses. The impact of the COVID -19 pandemic on the results, including credit quality and provisions, remains uncertain and dependent on the current and further spread of COVID -19 and also the time it takes for economic activities to resume and reach the normal levels. The Company will continue to closely monitor material changes in markets and future economic conditions.

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

The Company has made profits in the previous years. However, the Company believes that there is always a scope for improvement. The Company is proposing to expand its business by establishing adequate support facilities.

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

The Company is expected to grow as per previous trends.

Considering the experience and expertise of Mr. Karan Raheja, the Board recommends passing the Special Resolution set out in the above Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Karan Raheja is concerned or interested in this item of business.

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

Deepak Mundra
Director

Date: May 25 , 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 June 17, 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 Thursday, June 17, 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 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	**PROXY FORM** *[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 Thursday, June 17, 2021, at 10 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.

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.

Route Map of the Venue of the

Meeting of the Equity Shareholders of Edel Investments Limited – June 17, 2021