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NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Edel Investments Limited will be held on Tuesday, October 19, 2021 at 10:00 a.m. at Edelweiss House, Off CST Road, Kalina, Mumbai- 400098, to transact the following Special Business:

1. **<u>Appointment of Mr. Avash Patel as an Director of the Company</u>**

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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time ("the Act") and the Rules framed thereunder, Mr. Avash Patel (DIN: 08054035) who was appointed as an Additional Director of the Company with effect from October 18, 2021, by the Board of Directors and who holds office upto the date of forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") be and is hereby appointed as a Director of the Company, liable to retire by rotation."

FURTHER RESOLVED that the Board of Directors and Key Managerial Personnel of the Company be and are hereby jointly and severally authorised to do all such acts and take steps as may be considered necessary and expedient to give effect to this Resolution."

2. **<u>Appointment of Mr. Avash Patel as an Executive Director of the Company</u>**

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

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of Members of the Company and such other approvals as may be necessary, consent of the Board be and is hereby accorded for appointment of Mr. Avash Patel (DIN: 08054035) as an Executive Director of the Company for a period of 3 years with effect from October 18, 2021, on the terms and conditions as set out below:

(a) Salary Limit: Not to exceed Rs. 2,00,00,000/- per annum.

(b) Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 500% 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. Avash Patel 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. Avash Patel the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Avash Patel and within the overall limits prescribed under the Act;

FURTHER RESOLVED that the Director or the Key Managerial Personnel of the Company be and are hereby jointly and severally authorised to do all acts, deeds, matters and things as may be necessary to give effect to this Resolution including to sign and execute the requisite forms, intimations, undertakings and other necessary papers with the Ministry of Corporate Affairs, Registrar of Companies and other regulatory authorities in connection therewith and to take such steps, as may be necessary to give effect to this Resolution."

3. **Appointment of Ms. Punyashree Kanade as an Executive Director of the Company**

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

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of Members of the Company and such other approvals as may be necessary, consent of the Board be and is hereby accorded for appointment of Ms. Punyashree Kanade (DIN: 08104699) as an Executive Director of the Company for a period of 3 years with effect from October 18, 2021, on the terms and conditions as set out below:

(a) Salary Limit: Not to exceed Rs. 2,00,00,000/- per annum.

(b) Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 500% 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, Ms. Punyashree Kanade 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 Ms. Punyashree Kanade the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Ms. Punyashree Kanade and within the overall limits prescribed under the Act;

FURTHER RESOLVED that the Director or the Key Managerial Personnel of the Company be and are hereby jointly and severally authorised to do all acts, deeds, matters and things as may be necessary to give effect to this Resolution including to sign and execute the requisite forms, intimations, undertakings and other necessary papers with the Ministry of Corporate Affairs, Registrar of Companies and other regulatory authorities in connection therewith and to take such steps, as may be necessary to give effect to this Resolution."

4. <u>Appointment of Mr. Ashish Gupta as an Non Executive-Director of the Company</u>

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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time ("the Act") and the Rules framed thereunder, Mr. Ashish Gupta (DIN: - 07775554) who was appointed as an Additional Director (Non- Executive) of the Company with effect from October 18, 2021, by the Board of Directors and who holds office upto the date of forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") be and is hereby appointed as a Director of the Company, liable to retire by rotation."

FURTHER RESOLVED that the Board of Directors and Key Managerial Personnel of the Company be and are hereby jointly and severally authorised to do all such acts and take steps as may be considered necessary and expedient to give effect to this Resolution."

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

Bhargavi Halapeti
Company Secretary

Date: October 18, 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.

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Annexure to the notice dated October 18, 2021

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

Item No. 2

In accordance with provisions of Articles of Association of the Company, the Board of Directors of the Company ("the Board") appointed Mr. Avash Patel (DIN: 08054035) as an Additional Director of the Company w.e.f October 18, 2021.

The Board of Directors, after considering the experience, expertise of Mr. Avash Patel (DIN: 08054035) and parameters for consideration of remuneration, at their meeting held on October 18, 2021 had recommended to the Shareholders, appointment of Mr. Avash Patel (DIN: 08054035) as an Executive Director of the Company for a period of three years w.e.f. October 18, 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.

Details of Mr. Avash Patel pursuant to Secretarial Standard on General Meetings (SS-2) and Schedule V of the Companies Act, 2013 are given below:

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. Avash Patel, aged 39 years, holds a Post Graduate Diploma in Computer aided Management from Indian Institute of Management , Calcutta. Mr. Avash Patel has close to two decades of multifaceted domain expertise in the financial sector spanning across capital markets and presently responsible for managing the global options trading business and looks after revenue generation, risk management and mitigation and risk allocation within the global options team of Edelweiss group. He continues to play an important role in planning, finalizing and executing the long term strategy of the Global markets group as a whole.

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: None

(c) Recognition or awards: None

(d) Job profile and his suitability:

Considering aforesaid vast experience of Mr. Avash Patel, 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. Avash Patel.

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

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

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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. Avash Patel, 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. Avash Patel is concerned or interested in this item of business.

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Item No. 3

In accordance with provisions of Articles of Association of the Company, the Board of Directors of the Company ("the Board") appointed Ms. Punyashree Kanade (DIN: 08104699) as an Non-Executive Director of the Company w.e.f July 1, 2019.

The Board of Directors, after considering the experience, expertise of Ms. Punyashree Kanade and parameters for consideration of remuneration, at their meeting held on October 18, 2021, had recommended to the Shareholders, appointment of Ms. Punyashree Kanade (DIN: 08104699) as an Executive Director of the Company for a period of three years w.e.f. October 18, 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.

Details of Ms. Punyashree Kanade pursuant to Secretarial Standard on General Meetings (SS-2) and Schedule V of the Companies Act, 2013 are given below:

IV. 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

V. Information about the appointee:

(f) Background details:

Ms. Punyashree Kanade, aged 36 years, holds a bachelor's degree in management studies from University of Mumbai. Ms. Punyashree Kanade has an extensive experience of more than 15 years in the Capital Markets and currently heads Risk Arbitrage and Discretionary Trading business of Edelweiss group. She continues to play an important role in planning, finalizing and executing the long term strategy of the Global markets in Edelweiss group.

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

(g) Past remuneration: None

(h) Recognition or awards: None

(i) Job profile and his suitability:

Considering aforesaid vast experience of Ms. Punyashree Kanade, 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.

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

(k) 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 Ms. Punyashree Kanade.

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

Except for his remuneration, Ms. Punyashree Kanade has no other pecuniary relationship directly or indirectly with the Company, other Directors and Key Managerial Personnel of the Company.

VI. 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 Ms. Punyashree Kanade, the Board recommends passing the Special Resolution set out in the above Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnel, and their relatives, except Ms. Punyashree Kanade is concerned or interested in this item of business.

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

Bhargi

Bhargavi Halapeti
Company Secretary

Date: October 18, 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

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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 October 19, 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 Tuesday, October 19, 2021, at 10:00 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 Tuesday, October 19, 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.	Appointment of Mr. Avash Patel as a Director of the Company		
2.	Appointment of Mr. Avash Patel as an Executive Director of the Company		
3.	Appointment of Ms. Punyashree Kanade as an Executive Director of the Company		

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4.	Appointment of Mr. Ashish Gupta as an Non Executive-Director of the Company		

Signed this........................... day of.............................. 2021

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.

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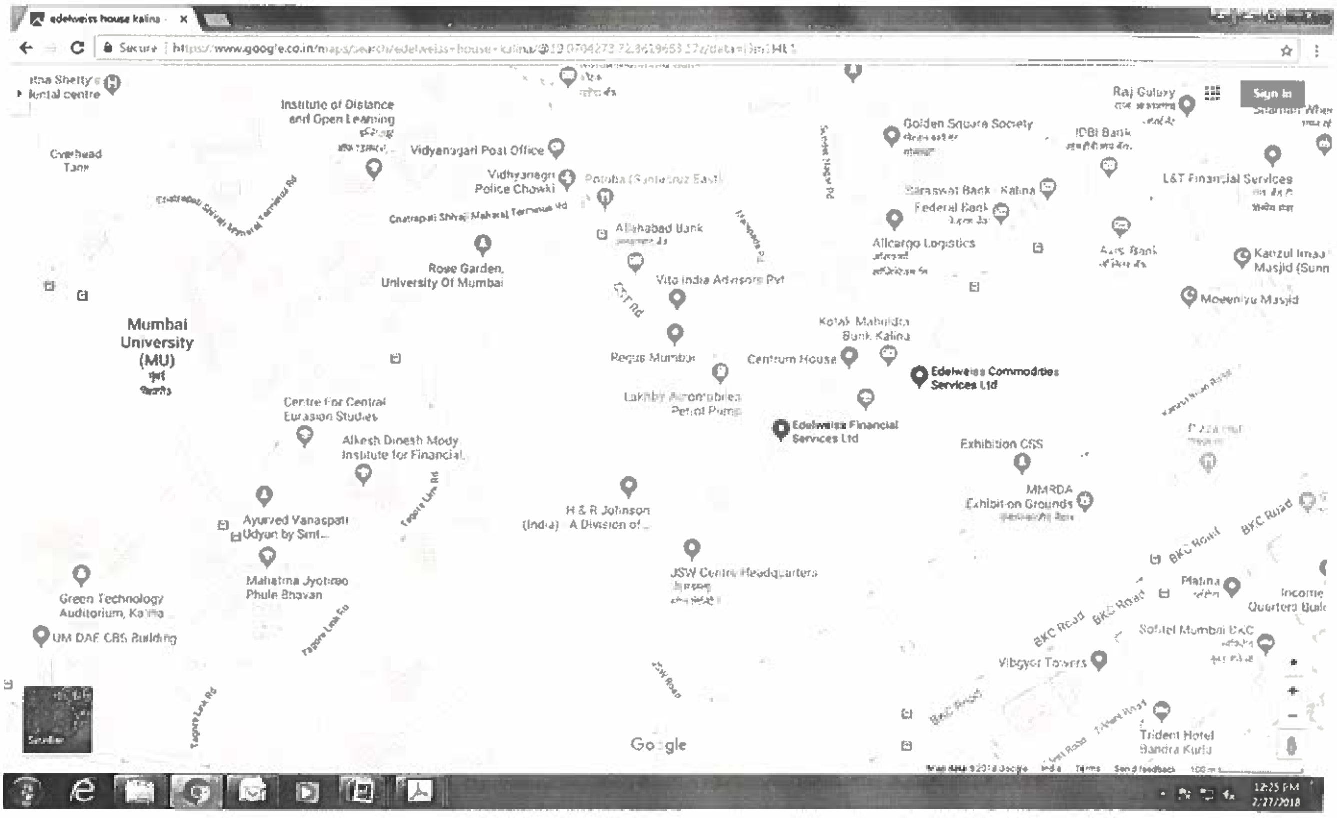
Route Map of the Venue of the Meeting of the Equity Shareholders of Edel Investments Limited – October 19, 2021



Edel Investments Limited
Corporate Identity Number: U65923TG2009PLC112586
Registered Office : 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad 500034 ✆ +91 40 4031 6900
Corporate Office : Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai 400098 ✆ +91 22 4009 4400