NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EDEL INVESTMENTS LIMITED WILL BE HELD ON THURSDAY, MARCH 24, 2022 AT 10.00 A.M AT THE CORPORATE OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF C.S.T. ROAD, KALINA, MUMBAI - 400098

Issue of Preference Shares on Preferential Basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 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 rules made thereunder, the Memorandum of Association and the Articles of Association of the Company and such other applicable laws and subject to all such other approvals , consents, permissions, and/ or sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (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 issue, offer and allot upto 40,00,000 (Forty Lakhs) - 12% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10 /- each (Rupees Ten Only) for cash at a premium of Rs. 725 /- (Rupees Seven Hundred and Twenty Five only) per Preference Share, redeemable on March 20, 2023 aggregating to Rs. 2,94,00,00,000 (Rupees Two Hundred and Ninety Four crores) 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. 725 /- (Rupees Seven Hundred and Twenty Five only) per Preference Share;

2) **Rate of Dividend**: Dividend 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 *vis-à-vis* equity shares** : 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) **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) **Terms of Redemption** : The Preference Shares shall be redeemed (including premium of Rs. 725/- per preference share) at any time with an option to the issuer / investor

to exercise such option with 7 days of notice before the redemption date. In any case the redemption date shall not extend beyond March 20, 2023.

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 of Edel Investments Limited

Sd/-
Bhargavi Halapeti
Company Secretary

Date: Marchs 24, 2022
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.

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

Item No. 1

The Company had allotted 40,00,000 – 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. 40,00,00,000 which are due for redemption on March 25, 2022.

The Board of Directors of the Company at its meeting held on March 10, 2022 has approved the proposal to redeem the aforesaid preference shares out of the proceeds of fresh issue of Preference Shares.

As per the provisions of Section 42, 55, 62 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 a Company making an offer to subscribe to securities on a preferential basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is being sought, by way of a Special Resolution, for the proposed issue and offer of preference shares.

The disclosures as required under Section 42, 55 and 62 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 are as under:

1	Particulars of the offer including date of passing of Board resolution	Resolution for Issue of 40,00,000 (Forty Lakhs) - 12% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10 /- each (Rupees Ten Only) for cash at a premium of Rs. 725 /- (Rupees Seven Hundred and Twenty Five only) per Preference Share, redeemable on March 20, 2023 at a premium of Rs. 725 /- (Rupees Seven Hundred and Twenty Five only) per Preference share aggregating to Rs. 2,94,00,00,000 (Rupees Two Hundred and Ninety Four crores) in one or more tranches has been passed by the Board in its meeting held on March 10, 2022.
2	Kind of securities offered and the price at which security is being offered The size of the issue and number of preference shares to be issued and nominal value of each share Amount which the Company intends to raise by way of this issue	40,00,000 (Forty Lakhs) - 12% Non-cumulative Non-convertible Redeemable Preference Shares of Rs. 10 /- each (Rupees Ten Only) for cash at a premium of Rs. 725 /- (Rupees Seven Hundred and Twenty Five only) per Preference Share, redeemable on March 20, 2023 at a premium of Rs. 725 /- (Rupees Seven Hundred and Twenty Five only) per Preference share aggregating to Rs. 2,94,00,00,000 (Rupees Two Hundred and Ninety Four crores) in one or more tranches.
3.	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.

4.	The objectives / objects of the issue	To redeem 40,00,000 – 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. 40,00,00,000 which are due for redemption on March 25, 2022.
5.	The manner of issue of shares	Preferential Basis
6.	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. 725/- per Preference Share.
7.	The basis or justification at which the price has been arrived at and which the offer or invitation is being made	The price has been arrived, considering the terms of issue and redemption of Preference Shares.
8.	Relevant date with reference to which the price has been arrived at	Valuation report dated March 24, 2022
9.	The class or classes of persons to whom the allotment is proposed to be made	Edel Land Limited or any other group entity(ies)
10.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	No
11.	the proposed time within which the allotment shall be completed	Within 12 months of approval of Shareholders by passing this Special Resolution
12.	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Edel Land Limited 100% of Preference Shares
13.	the change in control, if any, in the company that would occur consequent to the preferential offer	NA
14.	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
15.	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA
16.	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).
17.	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 20, 2023 and shall be redeemed at a premium of Rs. 725/- {Rupees Seven Hundred and Twenty Five only} per Preference Share on March 20, 2023 (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 Shareholder(s).
18.	Manner and mode of redemption	In accordance with the provisions of the Act.

19.	Name and address of valuer who performed valuation	Rakhi Shah YSK & Associates, Chartered Accountants 602, Nathdwara, Podar Road, Santacruz (West), Mumbai - 400054
20.	The pre issue (current shareholding) and post issue shareholding pattern of the company	As stated hereunder.
21.	the expected dilution in equity share upon conversion of preference shares	Nil, since the Preference Shares are Non – Convertible.
22.	the price of the shares or other securities to be issued on a preferential basis, either for cash or for consideration other than cash, shall be determined on the basis of valuation report of a registered valuer;	As per Valuation report dated March 24, 2022
23.	where convertible securities are offered on a preferential basis with an option to apply for and get equity shares allotted, the price of the resultant shares pursuant to conversion shall be determined-	Nil, since the Preference Shares are Non – Convertible.
24.	(i) either upfront at the time when the offer of convertible securities is made, on the basis of valuation report of the registered valuer given at the stage of such offer, or	NA
25.	(ii) at the time, which shall not be earlier than thirty days to the date when the holder of convertible security becomes entitled to apply for shares, on the basis of valuation report of the registered valuer given not earlier than sixty days of the date when the holder of convertible security becomes entitled to apply for shares:	NA
26.	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:	• The Board of Directors shall determine the terms and conditions of the offer(including time schedule) at the time of issuance of the preference shares. • The proceeds of the issue will be used to redeemed 40,00,000 – 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. 40,00,00,000 which are due for redemption on March 25, 2022. • The promoters or directors will not be making contribution towards the offer. • The Preference shares proposed to be issued will be unsecured.

Equity Share Capital

Shareholding pattern of the Company as on March 24, 2022

	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	-	-	-	-
	Bodies corporate	3,50,22,000*	100	3,50,22,000*	100
	Sub-total	-	-	-	-
2	Foreign promoters	-	-	-	-
	sub-total (A)	3,50,22,000*	100	3,50,22,000*	100
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	others (including NRIs)	-	-	-	-
		-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	**3,50,22,000***	100	**3,50,22,000***	100

**including Nominees of Edelweiss Financial Services Limited*

Preference Share Capital

Shareholding pattern of the Company as on March 24, 2022

	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	-	-	-	-
	sub-total (A)	-	-	-	-
B	Non-promoters' holding	40,00,000	100	40,00,000	100
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	others (including NRIs)	-	-	-	-
	Sub-total (B)	40,00,000	100	40,00,000	100
	GRAND TOTAL	**40,00,000**	**100**	**40,00,000**	**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. 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 of Edel Investments Limited

Sd/-

Bhargavi Halapeti
Company Secretary

Date: March 24, 2022
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 24, 2022 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, March 24, 2022, 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	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 Thursday March 24, 2022 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.	Issue of Non- Convertible Redeemable Preference Shares on Preferential Basis		

Signed this……………………… day of………………………… 2022.

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 – March 24, 2024