SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EDEL INVESTMENTS LIMITED WILL BE HELD ON THURSDAY, MARCH 16, 2023 AT 10.30 A.M AT THE CORPORATE OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF C.S.T. ROAD, KALINA, MUMBAI - 400098

1. **Issue of Compulsory Convertible Debentures (CCDs)**

   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, 62, 71 and all other applicable provisions 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') and all other applicable laws and subject to all other approvals, permissions, consents and/or sanctions, if any, prescribed by relevant authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to offer, issue and allot 10,00,00,000 0.01% Compulsory Convertible Debentures ("CCDs") of the face value of Rs. 10/- each aggregating to Rs. 100 crores, in one or more tranches to Ecap Equities Limited, the fellow subsidiary of the Company on a private placement basis through a Private Placement Offer-cum-Application Letter;

   RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting the CCDs, the Board be and is hereby authorized 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 to determine the terms and conditions of the issue of the CCDs, 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 and to do such acts and deeds as they may be required to do."

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

Sd/-
Bhargavi Halapeti
Company Secretary

Date: March 14, 2023
Place: Mumbai

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

To augment its long-term resources and to carry on its business operations, the Board at its meeting held on February 16, 2023 has approved the proposal to issue, offer and allot on a private placement basis upto 10,00,00,000 0.01% Compulsory Convertible Debentures ("CCDs") of the face value of Rs. 10/- each aggregating to Rs. 100 crores, in one or more tranches.

As per the provisions of Section 42, 62, 71 of the Companies Act, 2013 ('the Act") read with the Companies (Share Capital and Debentures) Rules, 2014, a Company making an offer to subscribe to Compulsory Convertible Debentures on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution.

The disclosures as required under Section 42 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	Board Resolution for issue of 10,00,00,000 (Ten Crores) CCDs of face value of Rs. 10/- each (Rupees 10 only) for cash aggregating to Rs. 100 crores (Rupees One Hundred Crores Only), in one or more tranches has been passed by the Board at its meeting held on February 16, 2023.
2.	Kind of securities offered and the price at which security is being offered The size of the issue and number of Compulsorily Convertible Debentures to be issued and nominal value of each share/total number of CCDs to be issued Amount which the Company intends to raise by way of this issue	10,00,00,000 (Ten Crores) Compulsorily Convertible Debentures are being offered at the face value of Rs. 10/- each (Rupees 10 only) for cash aggregating to Rs. 100 crores (Rupees One Hundred Crores Only), in one or more tranches.
3.	The objects of the issue	The Issuer proposes to augment its long-term resources to meet its requirements of funds to carry on its business operations.
4.	The price or price band at/within which the allotment is proposed	The Compulsorily Convertible Debenture of face value of Rs. 10/- each will be issued at Rs. 10/- each per Compulsorily Convertible Debenture.

5.	The basis or justification at which the price has been arrived at and at which the offer or invitation is being made	The price has been arrived, on the basis of the Valuation report dated March 15, 2023 issued by Mr. Vishal R. Laheri
6.	Relevant date with reference to which the price has been arrived at	December 31, 2022
7.	The class or classes of persons to whom the allotment is proposed to be made	The CCDs are being issued to Ecap Equities Limited, the fellow subsidiary of the Company.
8.	the proposed time within which the allotment shall be completed	The allotment shall be completed within 12 months of approval of Shareholders by passing this Special Resolution
9.	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Ecap Equities Limited 100% of Compulsorily Convertible Debentures
10.	the change in control, if any, in the company that would occur consequent to the preferential offer	Consequent upon the allotment of CCDs, there would be no change in control of the Company
11.	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
12.	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA
13.	Name and address of valuer who performed valuation	Vishal R. Laheri 801, Nirmal Nest, Vayudevta Mandir Compound , Devidas Road, Borivali West , Mumbai City , Maharashtra - 400103
14.	The pre issue (current shareholding) and post issue shareholding pattern of the company	As stated hereunder.
15.	The expected dilution in equity shares upon conversion of CCDs	On conversion, 0.14 equity share of Rs. 10 each would be allotted for each CCD, which would result in issue of 1,40,00,000 equity shares of Rs. 10/- each.
16.	the price of the shares or other securities to be issued on a preferential basis, either for cash or for consideration other than	As per Valuation report dated March 15, 2023

	cash, shall be determined on the basis of valuation report of a registered valuer;	
17.	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-	Yes
18.	(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	Yes
19.	(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
20.	Material terms of raising such securities	• Face value: Rs. 10/- • Coupon rate: 0.01% p.a. • Conversion ratio: 0.14 equity share of Rs. 10/ each for every 1 CCD • Tenure: 10 years from the date of allotment
21.	Intention of promoters, directors or KMP to subscribe to the offer / contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects.	There is no intention of Promoters, Directors and KMPs to subscribe to the offer. There is no contribution made by the Promoters and Directors either as part of the offer or separately in furtherance of objects.
22.	principal terms of assets charged as securities	Not applicable

The pre-issue and post issue shareholding pattern of the Company before and after allotment are as below:

Category	Pre Issue				Post Issue$			
	Equity Share Capital		Preference Share Capital		Equity Share Capital		Preference Share Capital	
	No. of shares held	% of shareholding	No. of shares held	% of shareholding	No. of shares held	% of shareholding	No. of shares held	% of shareholding
Promoters'# holding:								
Indian:								
Individual	-	-	-	-	-	-	-	-
Bodies Corporate	3,50,22,000	100	40,00,000	100	4,90,22,000	100	40,00,000	100
Sub – total (A)	**3,50,22,000**	**100**	**40,00,000**	**100**	**4,90,22,000**	**100**	**40,00,000**	**100**
Foreign Promoters	-	-	-	-	-	-	-	-
Sub - total (B)	-	-	-	-	-	-	-	-
Non Promoters' holding	-	-	-	-	-	-	-	-
Institutional Investors	-	-	-	-	-	-	-	-
Non-Institutional Investors	-	-	-	-	-	-	-	-
Private Corporate Bodies	-	-	-	-	-	-	-	-
Directors and Relatives	-	-	-	-	-	-	-	-
Indian Public	-	-	-	-	-	-	-	-
Others (Including NRIs)	-	-	-	-	-	-	-	-
Sub - total (C)	-	-	-	-	-	-	-	-
Grand Total (B+C)	**3,50,22,000**	**100**	**40,00,000**	**100**	**4,90,22,000**	**100**	**40,00,000**	**100**

$ after taking into account the conversion of the CCDs.
**including Nominees Shareholder*

The copy of the valuation report dated March 15, 2023 issued by Mr. Vishal Laheri, is available for inspection by the Members at the Corporate Office till the date of the Meeting and will also be placed at the Meeting.

The issue of CCDs is in accordance with the Articles of Association and Memorandum of Association the Company.

Therefore, the Board recommends the resolution contained in Item no. 1 to be passed by the Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

EDEL INVESTMENTS LIMITED
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 HELD ON THURSDAY, MARCH 16, 2023 AT 10.30 A.M.

Name of the Member(s):	
Registered Address:	
Email ID:	
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 16, 2023 AT 10.30 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*]*

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No. /Client ID No./DP Id No.	
No. of shares	

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 will be held on Thursday, March 16, 2023, at 10.30 a.m.at the Corporate Office at Edelweiss House Off. CST Road, Kalina, Mumbai – 400098 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	**Resolution**	**For**	**Against**
Special Business			
1.	Issue of Compulsory Convertible Debentures (CCDs)		

Signed this…………………. day of……………………. 2023.

Affix Revenue Stamp of Re. 0.15

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 16, 2023