

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the members of Edelweiss Alternative Asset Advisors Limited will be held on Wednesday, September 29, 2021 at 10.00 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board and the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Kamala Kantharaj (DIN 07917801) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 5, 2021 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), read with Schedule IV of the said Act, Mr. Kanu Doshi (DIN 00577409), who was appointed as an Additional Director of the Company with effect from August 13, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from August 13, 2020.”

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), read with Schedule IV of the said Act, Mr. Sunil Phatarphekar (DIN 00005164), who was appointed as an Additional Director of the Company with effect from August 13, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from August 13, 2020.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Hemant Daga (DIN 07783248) who was originally appointed as an Additional Director of the Company w.e.f. January 18, 2021 and who was re-designated as Executive director of the Company w.e.f. March 1, 2021 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company”.

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in terms of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hemant Daga (DIN 07783248) be and is hereby appointed as an Executive Director of the Company for a period of 3 (three) years with effect from March 1, 2021, on the following terms of remuneration:

1. Salary Limit: Not to exceed Rs. 2,00,00,000/- per annum.
2. Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 300% of salary limit, may also be made, and at such intervals as may be decided from time to time.

3. Perquisites: In addition to the salary and the performance bonus, Mr. Hemant Daga shall be entitled to the perquisites as per the Rules of the Company.

FURTHER RESOLVED that where in any financial year during the tenure of Mr. Hemant Daga as an Executive Director, the Company has no profits or the profits are inadequate, approval of the Members be and is hereby accorded to pay him the maximum remuneration in accordance with the provisions of the Act and Schedule V thereto.

FURTHER RESOLVED that that any Director of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such 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 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.”

Mumbai, September 1, 2021

Registered Office:

Edelweiss House, Off.
C.S.T Road,
Kalina, Mumbai 400 098
India
T: +91 22 42722396
F: +91 22 40194990

By Order of the Board of Directors
**Edelweiss Alternative Asset Advisors
Limited**

(CIN: U67190MH2008PLC182205)

Deepak

Mukhija

**Deepak Mukhija
Company Secretary
A17454**

Digitally signed by
Deepak Mukhija
Date: 2021.09.03
16:20:42 +05'30'

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 holding in the 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.

In respect of Special Business to be transacted the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.

EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to Item No. 2,3,4,5 and 6 of the accompanying Notice dated September 1, 2021.

ITEM NO. 2

The Board had appointed Ms. Kamala Kantharaj (DIN: 00577409) as an Additional Director of the Company with effect from February 5, 2021. Pursuant to Section 161 of the Companies Act, 2013, an additional Director shall hold office till the ensuing Annual General Meeting of the Company. The Board has recommended her appointment as Director at this Annual General Meeting.

The following additional information is provided in respect of Ms. Kamala Kantharaj (DIN: 00577409):

Name	Ms. Kamala Kantharaj
Age	55
Qualification	Chartered Accountant
Experience	Ms. Kamala Kantharaj is a qualified Chartered Accountant and has rich and varied experience of more than 28 years in the field of corporate laws, securities laws and corporate governance in financial services sector. Ms. Kamala Kantharaj has been associated with Edelweiss group since 2016 as Group Chief Compliance & Governance Officer and prior to that, she was associated with National Stock Exchange of India (NSE) as Head - Regulatory Compliance
Terms & Conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an additional Director w.e.f. February 5, 2021.
Date of first appointment on the Board	February 5, 2021
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel (KMPs) of the Company	None
The number of meetings of the Board attended during the year	2

Ms. Kamala Kantharaj (DIN: 00577409) has given her consent to act as the Director of the Company.

Except Ms. Kamala Kantharaj and her relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

ITEM NO. 3

Mr. Kanu Doshi (DIN: 00577409) was appointed as an Independent Director on the Board of the Company as an Additional Director with effect from August 13, 2020. Pursuant to Section 161 of the Companies Act, 2013, an additional Director shall hold office till the ensuing Annual General Meeting of the Company. The Board has recommended his appointment as an Independent Director of the Company for consecutive period of 5 (five) years w.e.f. August 13, 2020 at this Annual General Meeting.

The following additional information is provided in respect of Mr. Kanu Doshi (DIN: 00577409):

Mr. Kanu Doshi (DIN: 00577409) has given his consent to act as the Director of the Company.

Name	Mr. Kanu Doshi
Age	84
Qualification	Chartered Accountant
Experience	Mr. Kanu Doshi is a Chartered Accountant with long professional career as a Tax consultant to leading corporates & Mutual Funds. He is the Prof. Emeritus - Finance at the Welingkar Institute of Management Development & Research where used to teach Tax Planning, Financial Management and allied subjects. He has co-authored books on Taxation and Accounting. He was an Independent Director on companies like Nippon Life India Asset Management Ltd, Motilal Oswal Asset Management Company Limited, Edelweiss Asset Management Limited. He is also an Independent Director of Edelweiss General Insurance Company Limited, Samco Ventures Private Limited and Samco Asset Management Private Limited
Terms & Conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an additional Director w.e.f. August 13, 2020. Sitting fees of Rs. 20,000/- per meeting of Board or other committee meetings, where he is a Member
Date of first appointment on the Board	August 13, 2020
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel (KMPs) of the Company	None
The number of meetings of the Board attended during the year	5

Except Mr. Kanu Doshi and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

ITEM NO. 4

Mr. Sunil Phatarphekar (DIN: 00577409) was appointed as an Independent Director on the Board of the Company as an Additional Director with effect from August 13, 2020. Pursuant to Section 161 of the Companies Act, 2013, an additional Director shall hold office till the ensuing Annual General Meeting of the Company. The Board has recommended his appointment as an Independent Director of the Company for consecutive period of 5 (five) years w.e.f. August 13, 2020 at this Annual General Meeting.

The following additional information is provided in respect of Mr. Sunil Phatarphekar (DIN: 00577409):

Mr. Sunil Phatarphekar (DIN: 00577409) has given his consent to act as the Director of the Company.

Name	Mr. Sunil Phatarphekar
Age	57
Qualification	Advocate
Experience	Mr. Sunil Phatarphekar is the proprietor of SNP Legal (Advocates) and have over 30 years of experience as a practicing advocate. He started his career in 1987 with Crawford Bayley & Company, Advocates and Solicitors, a preeminent law firm. Thereafter, he was admitted as a partner in Mahimtura & Company, to enhance their corporate practice. Subsequent to that, he co-founded Shah Desai Doijode & Phatarphekar, Advocates. Mr. Phatarphekar also practices in the corporate field with specialization in commercial contracts and new technologies. Mr. Phatarphekar also serves as a Non-Executive Director on the Board of various companies. He is also on the Boards of various Edelweiss Group entities as an Independent Director.
Terms & Conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an additional Director w.e.f. August 13, 2020. Sitting fees of Rs. 20,000/- per meeting of Board or committee meetings where he is a Member

Date of first appointment on the Board	August 13, 2020
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel (KMPs) of the Company	None
The number of meetings of the Board attended during the year	5

Except Mr. Sunil Phatarphekar and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolutions.

ITEM NO. 5 & 6

The Board of Directors of the Company vide circular resolution dated January 18, 2021 had approved the appointment of Mr. Hemant Daga (DIN: 07783248) as an Additional Director. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Daga holds office upto the date of the ensuing Annual General Meeting.

The Board of Directors of the Company at its meeting held on February 5, 2021 had appointed Mr. Hemant Daga as an Executive Director for a period of 3 years with effect from March 1, 2021 on the following terms and conditions:

- i. Salary Limit: Not to exceed Rs. 2,00,00,000/- per annum.
- ii. Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 300% of salary limit, may also be made, and at such intervals as may be decided from time to time.
- iii. Perquisites: In addition to the salary and the performance bonus, Mr. Hemant Daga shall be entitled to the perquisites as per the Rules of the Company.

Pursuant to the provisions of the Act, the Schedule V and the Rules relating to the payment of Managerial Remunerations in the event of inadequate or no profits, a Company may pay remuneration to its Directors including Managing Directors, Whole-Time Director and Manager exceeding the limit specified in the Act and the Schedule V of the Act, with the approval of the members of the Company in a General Meeting by a Special Resolution.

Hence, the aforesaid appointment of Mr. Hemant Daga as an Executive Director requires approval of the Members through a Special Resolution under Section 197 of the Companies Act, 2013, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

I. General Information

(a) Nature of Industry

The Company was incorporated on May 14, 2008 and is part of Edelweiss Group. The Company is in the alternative asset advisory business of the Edelweiss Group and advises either directly or through its Affiliates, private equity, mezzanine, real estate and credit fund style alternative asset products. As part of its Business, the Company acts as Investment Manager for Alternative Investment Funds, registered with the Securities and Exchange Board of India. The Company also provides the sub-advisory services with respect to certain offshore funds operating in alternate asset domain.

(b) Date or expected date of commencement of commercial production

Not Applicable as Company as an ongoing business.

(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 period April 1, 2020 to March 31, 2021 is set out as under:

Particulars	Amount (Rs. in millions)
Total Revenue	1444.54
Total Expenses	1296.02
Profit/(Loss) Before Tax	148.52
Profit/(Loss) After Tax	153.94

(e) Foreign Investments or collaborators, if any:

Gamla Livförsäkringsaktiebolaget Seb Trygg Liv (Publ), Sweden holds ~1% equity shares of the Company.

II. Information about the appointee:

(a) Background details:

Mr. Hemant Daga heads Edelweiss's asset management business in Edelweiss Group. He currently oversees the entire business including investments and distribution of funds across multiple platforms- including alternatives. He has been instrumental in the scale up of the asset management business which is now one of the leading alternatives asset manager in India. In his previous role as a chief executive officer of the global markets business at Edelweiss, Mr. Daga played a key role in significantly scaling up the business which now has investments across sectors, asset classes and geographies. His responsibility also included managing the treasury at Edelweiss and overseeing all investment decisions for the organization. Prior to Edelweiss, he has worked with ICICI Bank in the global markets division gaining investment expertise across local and global markets. Mr. Daga brings in more than 15 years of investment experience and has done his post-graduation from the Indian Institute of Management, Bangalore.

(b) Past remuneration: Not Applicable

(c) Recognition or awards: Not Applicable

(d) Job profile and his suitability:

As mentioned in Point A above.

(e) Remuneration proposed: As provided in the resolution set out in the Notice.

(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 remuneration being paid to the Executive Director is in the line with industry standards in which the Company operates.

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

Except for his remuneration, Mr. Hemant Daga has no other pecuniary relationship directly or indirectly with the Company.

III. Other Information:

(a) Reasons of loss or inadequate profits:

In order to expand the operations the Company has employed various resources resulting in the increased employee cost, resulting in the losses. As a result of resources employed by the Company, the revenues of the Company has increased significantly during the financial year ended March 31, 2021.

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

During the financial year ended March 31, 2021, the Company had made profit of Rs. 153.94 million as against the Profit of Rs. 177.99 million during the previous year. The Company has undertaken various steps to increase the profitability such as acting as asset adviser to various new funds and for that purpose the Company has appointed experienced personnel. Once the overall asset under management / advisory goes up, the Company's revenue would also see an increase.

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

We expect that Company will continue to cut the losses and generate profits as mentioned as per trends mentioned in b above and, would become a profitable Company.

The following additional information is provided in respect of Mr. Hemant Daga (DIN: 07783248):

Name	Mr. Hemant Daga
Age	41
Qualification	M.B.A.
Experience	Mr. Hemant Daga heads Edelweiss's asset management business. He currently oversees the entire business including investments and distribution of funds across multiple platforms-mutual funds and alternatives. He has been instrumental in the scale up of the asset management business which is now one of the leading alternatives asset manager in India. In his previous role as a chief executive officer of the global markets business at Edelweiss, Mr. Daga played a key role in significantly scaling up the business which now has investments across sectors, asset classes and geographies. His responsibility also included managing the treasury at Edelweiss and overseeing all investment decisions for the organization. Prior to Edelweiss, he has worked with ICICI Bank in the global markets division gaining investment expertise across local and global markets. Mr. Daga brings in more than 15 years of investment experience and has done his post-graduation from the Indian Institute of Management, Bangalore
Terms & Conditions of appointment (along with details of remuneration sought to be paid and the remuneration last	Appointed as an additional Director w.e.f. January 18, 2021. Remuneration: Refer Item no. 5 & 6 of the Explanatory statement

drawn by such person, if applicable)	
Date of first appointment on the Board	January 18, 2021
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other Key Managerial Personal (KMPs) of the Company	None
The number of meetings of the Board attended during the year	3

Considering the experience and expertise of Mr. Hemant Daga, the Board recommends passing the Special Resolution set out in the Notice.

The Board recommends the passing of the Ordinary and Special Resolution as set out in Item Nos. 5 & 6 of the Notice respectively.

Except Mr. Hemant Daga, none of the Directors and their relatives are in any way, concerned or interested in this item of business.

Mumbai, September 1, 2021

Registered Office:

Edelweiss House, Off.

C.S.T Road,

Kalina, Mumbai 400 098

India

T: +91 22 42722396

F: +91 22 40194990

By Order of the Board of Directors

Edelweiss Alternative Asset Advisors

Limited

(CIN: U67190MH2008PLC182205)

Deepak

Mukhija

Deepak Mukhija

Company Secretary

A17454

Digitally signed by

Deepak Mukhija

Date: 2021.09.03

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Edelweiss Alternative Asset Advisors Limited

Corporate Identity No. (CIN) - U67190MH2008PLC182205
 Registered Office: Edelweiss House, Off C.S.T. Road, Kalina,
 Mumbai - 400 098
 Tel No.: +91 22 4009 4400

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 / BO Id. No. _____

I/We, being the member (s) of Edelweiss Alternative Asset Advisors Limited holding _____ Equity
 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 13th Annual General Meeting of the Company, to be held on 29, September 2021. at 10.00 a.m. at the Registered Office at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:-

**I wish my above Proxy to vote in the manner as indicated in the box below:-

Sr. No.	Resolution	For	Against
Ordinary Business			
1	To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board and the Auditors thereon.		
Special Business			
2	To appoint Ms. Kamala Kantharaj (DIN 07917801) as a Director of the Company.		
3	To appoint Mr. Kanu Doshi (DIN 00577409) as a Director of the Company.		
4	To appoint Mr. Sunil Phatarphekar (DIN 00005164) as a Director of the Company.		
5	To appoint Mr. Hemant Daga (DIN 07783248) as an Executive Director of the Company.		

6	To approve remuneration payable to Mr. Hemant Daga (DIN 07783248) as an Executive Director of the Company.		
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** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this..... day of 2021.

Signature of Shareholder: _____

Please affix the
Revenue Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

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.