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## NOTICE

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**NOTICE IS HEREBY GIVEN THAT EXTRAORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF EDELWEISS ALTERNATIVE ASSET ADVISORS LIMITED (THE "COMPANY") WILL BE HELD AT SHORTER NOTICE ON MONDAY, JANUARY 23, 2023 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT EDELWEISS HOUSE, OFF C.S.T. ROAD, KALINA, MUMBAI 400 098, TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS:**

**1. Issue of Debentures**

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

**"RESOLVED** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time ("the Rules"), and pursuant to the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI Rules and Regulations, as amended from time to time and further subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures ("the Debentures") aggregating to Rs. 600 Crore, for a period of 1 year from the date of passing the resolution, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of the Company.

**FURTHER RESOLVED** that subject to and in accordance with the provisions of the Act, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers 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."

Mumbai, January 17, 2023  
**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**

Digitally signed by  
Deepak Mukhija  
Date: 2023.01.17  
17:40:04 +05'30'

**Deepak Mukhija**  
**Company Secretary**  
**A17454**

**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. 1 of the accompanying Notice dated January 17, 2023.

### **ITEM NO. 1**

To meet the ongoing financial requirements of the Company, the Board of Directors and the Members of the Company at its meeting held on January 17, 2022 respectively had approved the raising of funds by way of issuance of Non-convertible Debentures (NCDs) on a private placement basis for an amount not exceeding Rs. 500 Crore in one or more tranches. Out of the total limit of Rs. 500 Crore, Rs. 101,86,52,068/- was raised under the said approval towards the raising of funds by way of issuance of NCDs.

It may be further noted that the said approval was valid for a period of one year commencing on the date of approval by the members of the Company i.e. upto January 16, 2023 and it would be necessary to again obtain the approval of the members of the Company by passing Special Resolution as required under the provisions of Section 42 of the Companies Act, 2013 as amended from time to time (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) to issue Non- Convertible Debentures ("NCDs") on a private placement basis.

The Board of Directors of the Company at its meeting held on January 17, 2023 has approved the issuance of Non-convertible Debentures (NCDs) on a private placement basis for an amount not exceeding Rs. 600 Crore in one or more tranches subject to the approval of the members of the Company.

The NCDs may be issued at par or at a premium or discount and, may be listed on the Stock Exchange(s) and, on such other terms and conditions as the Board may determine.

The disclosures as required under Section 42 of the Act and the Rules are as under:

**a) Particulars of offer including date of passing the Board Resolution:**

Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 600 Crore, in one or more tranches, has been passed by the Board at its meeting held on January 17, 2023. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

**b) Kind of Securities offered and the price at which security is being offered:**

Issue Price of Non- Convertible Debentures (NCDs) shall be determined at the time of issue of respective series of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of non-convertible debentures in general.

c) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

Not Applicable.

d) **Name and address of valuer who performed valuation:**

Not Applicable

e) **Amount which the company intends to raise by way of such securities:**

Amount aggregating upto Rs. 600 Crore in one or more tranches.

f) **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 shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

The Special Resolution set out herein shall remain in force for a period of 1 (One) year from date of passing the resolution.

The Board recommends the passing of the Special Resolution set out in Item No. 1 of the Notice.

None of the Directors and the Key Managerial Personnel and their relatives are interested or concerned in any manner in item no. 1 of business, except to the extent the NCDs may be subscribed by them.

Mumbai, January 17, 2023  
**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**  
Digitally signed by  
Deepak Mukhija  
Date: 2023.01.17  
17:40:27 +05'30'  
**Deepak Mukhija**  
**Company Secretary**  
**A17454**



**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<br>....., or<br>failing him | Signature<br>....., or<br>failing him | Signature<br>..... |

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 January 23, 2023 at 11.00 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.<br>No.              | Resolution          | For | Against |
|-------------------------|---------------------|-----|---------|
| <b>Special Business</b> |                     |     |         |
| 1.                      | Issue of Debentures |     |         |

\*\* 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 ..... 2023.

Please affix the  
Revenue Stamp

Signature of Shareholder: \_\_\_\_\_

Signature of 1<sup>st</sup> proxy holder

Signature of 2<sup>nd</sup> proxy holder

Signature of 3<sup>rd</sup> 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.

**Edelweiss Alternative Asset Advisors Limited**

Corporate Identity Number: U67190MH2008PLC182205

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400098 | Tel. no. +91 (22) 4009 4400

Email: eaaa.info@edelweissalts.com | Web: [www.edelweissalternatives.com](http://www.edelweissalternatives.com)

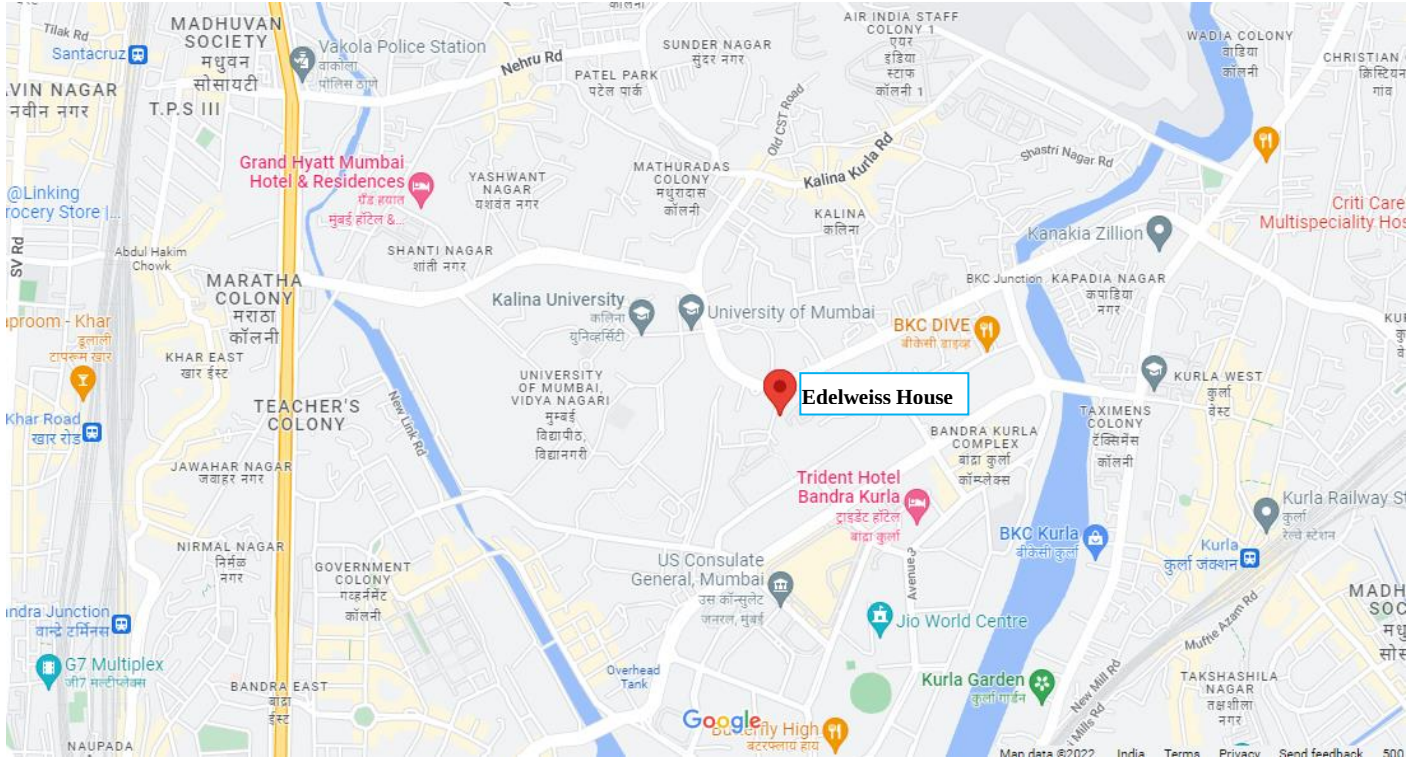


**Edelweiss**  
Ideas create, values protect

**ALTERNATIVE  
ASSET ADVISORS**

**Route Map for EGM – Edelweiss House, Off. C.S.T Road, Kalina, Mumbai 400 098**

**Land Mark: Mumbai University Gate No. 1**



**Edelweiss Alternative Asset Advisors Limited**

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Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400098 | Tel. no. +91 (22) 4009 4400

Email: eaaa.info@edelweissalts.com | Web: [www.edelweissalternatives.com](http://www.edelweissalternatives.com)