

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the members of Edelweiss Alternative Asset Advisors Limited will be held at shorter notice on Thursday, September 30, 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:

SPECIAL BUSINESS:

1. 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 relevant provisions of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force) consent of the Company be and is hereby accorded for making the amendments in the Terms and Conditions of the Compulsorily Convertible Debentures (“CCDs”) (ISIN: INE528L08014) issued by the Company, thereby fixing the conversion ratio of the said CCDs into the Equity Shares, on the basis of the valuation of the Company’s securities.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby unconditionally and irrevocably authorised do all acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to the above resolution, finalising and approving the transaction documents, term sheets, any amendments thereto and all documents as may be required and to authorise one or more persons to execute the same on behalf of the Company.”

Mumbai, September 24, 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: 2021.09.24
18:56:54 +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. 1 of the accompanying Notice dated September 24, 2021.

ITEM NO. 1

The Board of Directors of the Company vide its resolution dated March 30, 2021 had allotted 11,00,00,000 (Eleven Crore) Compulsorily Convertible Debentures ("CCDs") of Rs. 10/- each at par aggregating to Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores Only) to the Company's holding Company and the ultimate holding company.

As per the Terms, the CCDs (principal amounts of CCDs + accrued interest, if any) shall be converted into the Equity Shares of the Company at the end of the Term, basis the fair value of the equity shares, as approved by the Board of Directors of the Company.

Pursuant to the discussion with the CCD holders and as approved by the Board of Directors of the Company, it is now proposed to fix the conversion ratio of the CCDs, basis the latest valuation of the Company's securities. The Company in this regard, has taken the valuation report from Mr. Suman Kumar Verma, the Registered Valuer (IBBI Registration No: IBBI/RV/05/2019/12376 - Securities or Financial Assets), and basis the said valuation report, CCDs' conversion ratio into the Equity Shares, would be 17:1, i.e. one Equity share will be allotted for every 17 CCDs (subject to the necessary adjustment on account of any corporate action including share split, consolidation, sub-division, reduction or restructuring of the share capital/securities) and such resulting number will be rounded off up or down to the nearest integer. Additionally, as the conversion ratios would be fixed now, the rate of interest on these CCDs would be revised from current 9% to 0.01% per annum.

Accordingly, approval of the members of the Company is being sought to fix the conversion ratio for the CCDs. The Board recommends the passing of the Special Resolution as set out at Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in this item of business.

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Deepak Mukhija
Date: 2021.09.24
18:57:12 +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 , 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, September 30, 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
Special Business			
1	To consider and approve amendments in the Terms & Conditions of Compulsory convertible Debentures ("CCDs")		

** 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.

