

NOTICE is hereby given that the Extraordinary General meeting of the Members of Edelweiss Retail Finance Limited ("the Company") will be held on Wednesday, November 3, 2021 at 3.00 PM at the Corporate Office of the Company situated at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 to transact the following business: -

SPECIAL BUSINESS

1. Appointment of Statutory Auditor to fill casual vacancy

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. G. D. Apte & Co. (Firm Registration No.: 100515W), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 100515W) and they shall hold the till the conclusion of 25th Annual General Meeting to be held in the year 2022 and for a further period of two (2) years, from the conclusion of the 25th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution."

**For and on behalf of the Board of Directors
Edelweiss Retail Finance Limited**

**Jignesh Gaglani
Company Secretary**

Place: Mumbai
Date: 01/11/2021

Edelweiss Retail Finance Limited

Corporate Identity Number: U67120MH1997PLC285490

Registered Office : Tower 3, Wing ' B', Kohinoor City Mall , Kohinoor City, Kirol Road, Kurla (west), Mumbai – 400070, Maharashtra; ☎ +91 22 4272 2200

Corporate Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai-400098, Maharashtra ☎ +91 22 4009 4400 Fax: +91 22 4019 4925

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY SHALL NOT VOTE EXCEPT ON A POLL. A PERSON CAN ACT AS PROXY FOR AND ON BEHALF OF A MAXIMUM OF FIFTY (50) MEMBERS NOT HOLDING, IN AGGREGATE, MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING ('EGM') IS ENCLOSED HEREWITH. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the notice.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m., up to the date of this Meeting. The aforesaid documents will also available for inspection at the General Meeting.
6. The route map showing directions to reach the venue of the General meeting is annexed.

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:-

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.:301003E/E300005) was appointed as the Statutory Auditors of the Company by the Members at the 21st Annual General Meeting for a term of 5 (Five) years i.e. from the conclusion of 21st (Twenty first) Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company.

Further, the Reserve Bank of India ("RBI") issued a Notification RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 ('Notification') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines").

As per the requirement of the aforesaid guidelines, the Company can appoint Statutory Auditors for a continuous period of maximum three years, subject to the firms satisfying the eligibility norms on a continuous basis. Further, the Audit Firms completing tenure of three financial years in the NBFC are not eligible to continue to hold office as Statutory Auditors of the NBFC. Since the RBI Guidelines are being implemented for the first time for NBFCs from Financial Year 2021-22 and in order to ensure that there is no disruption, the RBI has given flexibility to NBFCs to appoint new Statutory Auditors in the second half of the financial year ending March 31, 2022.

M/s. S. R. Batliboi & Co. LLP, the existing Statutory Auditors of the Company have already completed audit for a continuous period of three years and are now ineligible to continue as Statutory Auditors of the Company in terms of the RBI Guidelines for the financial year ending 31st March 2022. M/s. S. R. Batliboi & Co. LLP has vide letter dated August 3, 2021 informed their ineligibility to continue as the Statutory Auditors of the Company in terms of the aforesaid RBI Guidelines and have accordingly resigned.

To comply with the aforesaid RBI Guidelines and the provisions of Act, the Board of Directors have appointed M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) as the Statutory Auditor of the Company, subject to shareholders approval, to hold the office till the conclusion of 25th Annual General Meeting to be held in the year 2022 and for a further period of two (2) years, from the conclusion of the 25th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2024.

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M/s. G. D. Apte & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines.

The change / appointment of Statutory Auditors of the Company is to comply with RBI Guidelines and for no other reasons.

Brief profile and credentials of M/s. G. D. Apte & Co. are as under

G.D. Apte & Co., Chartered Accountants is one of the oldest and most reputed Audit and Advisory firms in India with offices in Mumbai, Pune and Chennai. The firm celebrated 2017-18 as its Diamond Jubilee Year. Team GDA comprises more than 200 professionals comprising of Chartered Accountants, Legal Experts, Banking Experts, Management Graduates and Company Secretaries, amongst others as well as 40+ Associate Technical Consultants with extensive experience across various industries. The firm is involved in carrying out professional assignments in the areas of Auditing & Assurance - including Statutory & Internal Audits, Direct Taxation, Indirect Taxation, Forensic Audits. The Firm is empaneled with Comptroller & Auditor General of India (CAG), Reserve Bank of India (RBI), Securities & Exchange Board of India, Insurance Regulatory & Development Authority (IRDA), Indian Banks' Association (for Forensic Audit and as Agency for Specialised Monitoring {ASM}) and Department of Co-operation Maharashtra.

Appointment of Statutory Auditors due to casual vacancy requires the approval of shareholders. Hence, the Board recommends this resolution set out in Item No. 1 as an Ordinary Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 1 of the Notice.

**For and on behalf of the Board
Edelweiss Retail Finance Limited**

**Jignesh Gaglani
Company Secretary**

Place: Mumbai
Date: 01/11/2021

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the Member attending (in block letters): _____

Name of the Proxy: _____

(To be filled in, if the proxy form has been duly deposited with the Company)

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on November 3, 2021 at 3.00pm at Corporate Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, India.

No. of Shares held : _____

DP ID/Client ID No. : _____

Regd. Folio No. : _____

Member's/Proxy's Signature : _____

- Only Member/Proxy holder can attend the Meeting.
- Member/Proxy holder should bring his/her copy of the Notice and/or Annual Report for reference at the Meeting.

Signed this _____ day of _____, 2021

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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 Members(s): _____
 Registered address: _____ E-mail Id: _____

Folio No. / Client ID No.: _____ DP ID No. _____

I/ We, being the member(s) holding _____ Equity Shares of the above named Company hereby appoint:

1. Name: _____ Email Id: _____ Address: _____
 _____ Signature: _____
 _____ or failing him/her

2. Name: _____ Email Id: _____ Address: _____
 _____ Signature: _____
 _____ or failing him/her

3. Name: _____ Email Id: _____ Address: _____
 _____ 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 November 3, 2021 at 3.00pm at Corporate office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, India and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Particulars of Motion
1.	Appointment of Statutory Auditors of the Company.

Signed this ____ day of _____ 2021
 Signature of shareholder _____
 Signature of Proxy holder(s) _____

Affix Revenue Stamp

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Note:

1. This Form in order to be effective should be duly completed and deposited at the Corporate Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, India, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself

ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF EDELWEISS RETAIL FINANCE LIMITED

EGM Venue - Edelweiss House, Off. C.S.T Road, Kalina, Mumbai- 400 098

Prominent Landmark: University of Mumbai, Kalina.

Edelweiss Retail Finance Limited

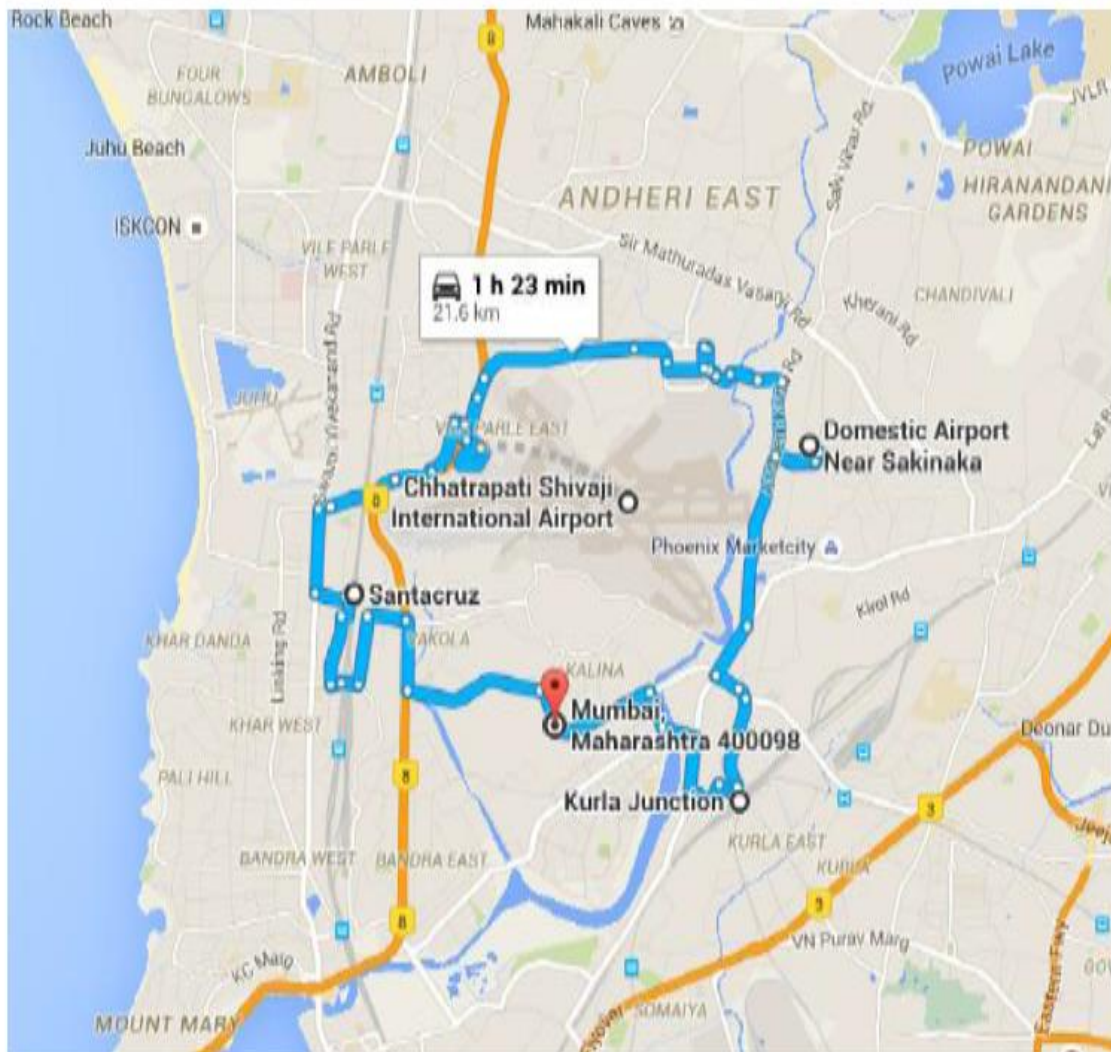
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Route map for the venue of the meeting



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