

## NOTICE

---

**NOTICE IS HEREBY GIVEN THAT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF EDELWEISS ALTERNATIVE ASSET ADVISORS LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022 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:**

---

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Kamala Kantharaj (DIN: 07917801), who retires by rotation, and being eligible, offers herself for reappointment.

### **SPECIAL BUSINESS**

3. **To consider and approve appointment of Mr. Sushanth Nayak (DIN: 02857645), as the Director of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following 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. Sushanth Nayak (DIN: 02857645) who was appointed as an Additional Director of the Company and who was designated as the Whole Time Director of the Company w.e.f. March 1, 2022 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 the Director of the Company".

4. **To consider and approve the appointment and the remuneration of Mr. Sushanth Nayak (DIN: 02857645), as the Whole Time Director of the Company:**

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), the appointment of Mr. Sushanth Nayak (DIN: 02857645) as the Whole Time Director of the Company for a period of 3 years with effect from March 01, 2022 be and is hereby confirmed and approved on the following terms of remuneration:

- i. Salary Limit: Mr. Sushant Nayak will be entitled to receive an initial salary of upto Rs. 1.10 Crore per annum and shall be eligible for salary increments, from time to time, as per the Company policy during his tenure as the Whole-time Director.
- ii. Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 100% of salary limit, may also be made, at such intervals as per the policy of the Company.
- iii. Perquisites: In addition to the salary and the performance bonus, Mr. Sushanth Nayak shall be entitled to the perquisites as per the Rules of the Company.
- iv. Where in any financial year, during the currency of tenure of Mr. Sushant Nayak as the Whole-time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Sushant Nayak, the above remuneration by way of Salary, Performance Bonus, perquisites and other benefits (Including increments) as a minimum remuneration without any upper limit in this regard.

**RESOLVED FURTHER** that the Board of the Company be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution.”

By Order of the Board of Directors  
**Edelweiss Alternative Asset Advisors  
Limited**  
(CIN: U67190MH2008PLC182205)

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

Date: September 06, 2022

Place: Mumbai

**Registered Office:**

Edelweiss House,

Off CST Road,

Kalina, Mumbai 400 098

India

T: +91 22 42722396

F: +91 22 40194990

**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.

- 2. 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 CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the Rules framed thereunder, sets out all the material facts relating to the businesses mentioned under Item No. 3 and 4 of the accompanying Notice.

**ITEM No. 3 & 4:-**

The Board of Directors of the Company at its Meeting held on February 25, 2022 had approved the appointment of Mr. Sushanth Nayak (DIN: 02857645) as an Additional Director and designated him as the Whole Time Director of the Company w.e.f. March 1, 2022. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Nayak holds office upto the date of the ensuing Annual General Meeting.

Further, the Board of Directors of the Company had appointed Mr. Nayak as the Whole Time Director of the Company for a term of 3 years with effect from March 01, 2022 on the following terms and conditions:

- i. Salary Limit: Mr. Sushant Nayak will be entitled to receive an initial salary of upto Rs. 1.10 Crore per annum and shall be eligible for salary increments, from time to time, as per the Company policy during his tenure as the Whole-time Director.
- ii. Performance Bonus: In addition to salary and perquisites, performance based bonus payments, up to 100% of salary limit, may also be made, at such intervals as per the policy of the Company.
- iii. Perquisites: In addition to the salary and the performance bonus, Mr. Sushanth Nayak shall be entitled to the perquisites as per the Rules of the Company.
- iv. Where in any financial year, during the currency of tenure of Mr. Sushant Nayak as the Whole-time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Sushant Nayak, the above remuneration by way of Salary, Performance Bonus, perquisites and other benefits (Including increments).

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. Nayak as Whole Time 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.

The requisite details pursuant to Secretarial Standard on General Meetings (SS-2) and Schedule V to the Companies Act, 2013 are given below:

**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)

## 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 the 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 01, 2021 to March 31, 2022 is set out as under:

Particulars	Amount (Rs. in millions)
Total Revenue	2159.80
Total Expenses	1653.94
Profit/(Loss) Before Tax	505.86
Profit/(Loss) After Tax	489.32

### (e) Foreign Investments or collaborators, if any:

Gamla Livforsakringsaktiebolaget Seb Trygg Liv (Publ), Sweden holds ~1% equity shares of the Company (non-promoter).

## II. Information about the appointee:

### (a) Background details:

Mr. Sushanth Nayak heads the Company's Risk Team. He had joined Edelweiss in Feb-2014 as co-Head for the distressed fund and later moved to head the risk function for the Company's Funds in Jun-2016. In his previous role as Vice President at the Global Special Opportunities Group, JPMorgan (India) he was responsible for origination, evaluation, structuring, and portfolio management. Mr. Nayak has also held various positions in ICICI Bank. Mr. Nayak brings in more than 25 years of experience across corporate banking, distressed asset resolution, structured credit, private equity investing, and credit rating having done deals in the infrastructure, healthcare, hospitality, media and real estate sector and has done his MBA from Jamnalal Bajaj Institute of Management, Mumbai and Bachelor's degree in Engineering from VJTI, Mumbai.

- (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 Whole Time 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. Sushanth Nayak has no other pecuniary relationship directly or indirectly with the Company. Mr. Nayak has also no relationships with any promoter, director or other Key Managerial Personnel of the Company.

### III. Other Information:

- (a) **Reasons of loss or inadequate profits:**

The Company has made profit of Rs. 489.32 million during the Current financial year 2021-22. However, in order to expand the operations of the Company in future, the Company may employ various resources which may result in the increased employee cost or product distribution cost, which in turn may result in the inadequate profits, in one or more financial years.

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

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.

During the financial year ended March 31, 2022, the Company had made profit of Rs. 489.32 million as against the Profit of Rs. 153.94 million during the previous year.



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

We expect that the Company will continue to generate profits as mentioned as per trends mentioned in (b) above and, would remain a profitable Company, subject to the disclosure made in point (a) above.

Details of Mr. Sushanth Nayak pursuant to Secretarial Standards 2 issued by the Institute of Company Secretaries of India are given below as an Annexure

<b>Name</b>	Mr. Sushanth Nayak
<b>Age</b>	48
<b>Qualification</b>	M.B.A.
<b>Experience</b>	Mr. Sushanth Nayak heads the Company's Risk Team. He had joined Edelweiss in Feb-2014 as co-Head for the distressed fund and later moved to head the risk function for the Company's Funds in Jun-2016. In his previous role as Vice President at the Global Special Opportunities Group, JPMorgan (India) he was responsible for origination, evaluation, structuring, and portfolio management. Mr. Nayak has also held various positions in ICICI Bank. Mr. Nayak brings in more than 25 years of experience across corporate banking, distressed asset resolution, structured credit, private equity investing, and credit rating having done deals in the infrastructure, healthcare, hospitality, media and real estate sector and has done his MBA from Jamnalal Bajaj Institute of Management, Mumbai and Bachelor's degree in Engineering from VJTI, Mumbai.
<b>Terms &amp; Conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)</b>	Appointed as an additional Director w.e.f. March 01, 2022.  Remuneration: Refer Item no. 3 & 4 of the Explanatory statement
<b>Date of first appointment on the Board</b>	March 01, 2022
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personal (KMPs) of the Company</b>	None
<b>The number of meetings of the Board attended during the year (last</b>	0



financial year)	
Other Directorships	<ul style="list-style-type: none"><li>• Sekura Roads Private Limited</li><li>• Sekura Energy Private Limited</li></ul>
Membership/ chairmanship of committees of other boards	Nil

The Board recommends the passing of the Ordinary and Special Resolution as set out in Item Nos. 3 & 4 of the Notice respectively.

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

By Order of the Board of Directors  
**Edelweiss Alternative Asset Advisors  
Limited**  
(CIN: U67190MH2008PLC182205)

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

Date: September 06, 2022  
Place: Mumbai  
**Registered Office:**  
Edelweiss House,  
Off CST Road,  
Kalina, Mumbai 400 098  
India  
T: +91 22 42722396  
F: +91 22 40194990



**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 14<sup>th</sup> Annual General Meeting of the Company, to be held on September 29, 2022 at 11.00 a.m. at the Registered Office at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400098 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
<b>Ordinary Business</b>			
1	To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board and the Auditors thereon.		
2	To appoint a Director in place of Ms. Kamala Kantharaj (DIN: 07917801), who retires by rotation, and being eligible, offers herself for reappointment.		
<b>Special Business</b>			
3	To consider and approve appointment of Mr. Sushanth Nayak (DIN: 02857645), as the Director of the Company.		
4	To consider and approve the appointment of Mr. Sushanth Nayak and remuneration payable to him, as the Whole Time Director of the Company.		

\*\* 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 ..... 2022.

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

Please affix the  
Revenue Stamp

\_\_\_\_\_  
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.

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

Land Mark: Mumbai University Gate No. 1

