

NOTICE

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 TUSEDAY, NOVEMBER 22, 2022 AT 5.30 P.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:

SPECIAL BUSINESS

1. To grant authority to make loans and investments:

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

“RESOLVED that in supersession of all the Resolutions passed earlier in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to 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) to:-

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities, Partnership interests, beneficiary interest of any Company, Limited Liability Partnership or any other body corporate;

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1,000 Crore, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED that the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

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

Deepak Mukhija
Company Secretary
A17454

Date: November 22, 2022

Place: Mumbai

Registered Office:

Edelweiss House,
Off C.S.T. 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. 1 of the accompanying Notice.

ITEM No. 1:-

In accordance with the provisions of Section 186 of the Companies Act, 2013 (the "Act"), and all other applicable provisions, if any, of the Companies Act, 2013, the Members of the Company at their meeting held on August 11, 2020, had granted authority to make loans to body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or persons; and acquire by way of subscription, purchase or otherwise, any securities upto Rs. 1,000 Crore exceeding the limits mentioned under section 186 of the Act.

The members may kindly note that the Company is also contemplating to start its operations within the GIFT CITY and may inter-alia have to invest alongside the funds or other entities under its management, including the funds or entities formed as Limited Liability Partnerships (LLPs). Therefore, to enable such investments, it would be required to suitably modify the earlier approval granted on August 11, 2020, by way of a new special resolution superseding the earlier one.

Accordingly, the Board recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are in any way, concerned or interested in this item of business except some of the Directors or KMPs, within their official capacity, may hold any directorships or other positions in such entities, funds, LLPs etc., wherein the Company proposes to make investments.

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A17454

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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
 Extra-Ordinary General Meeting of the Company, to be held on November 22, 2022 at 5.30 p.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 grant authority to make loans and investments		

** 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.

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

Please affix the
Revenue
Stamp

Signature of Shareholder: _____

Signature of 1st proxy holder
proxy holder

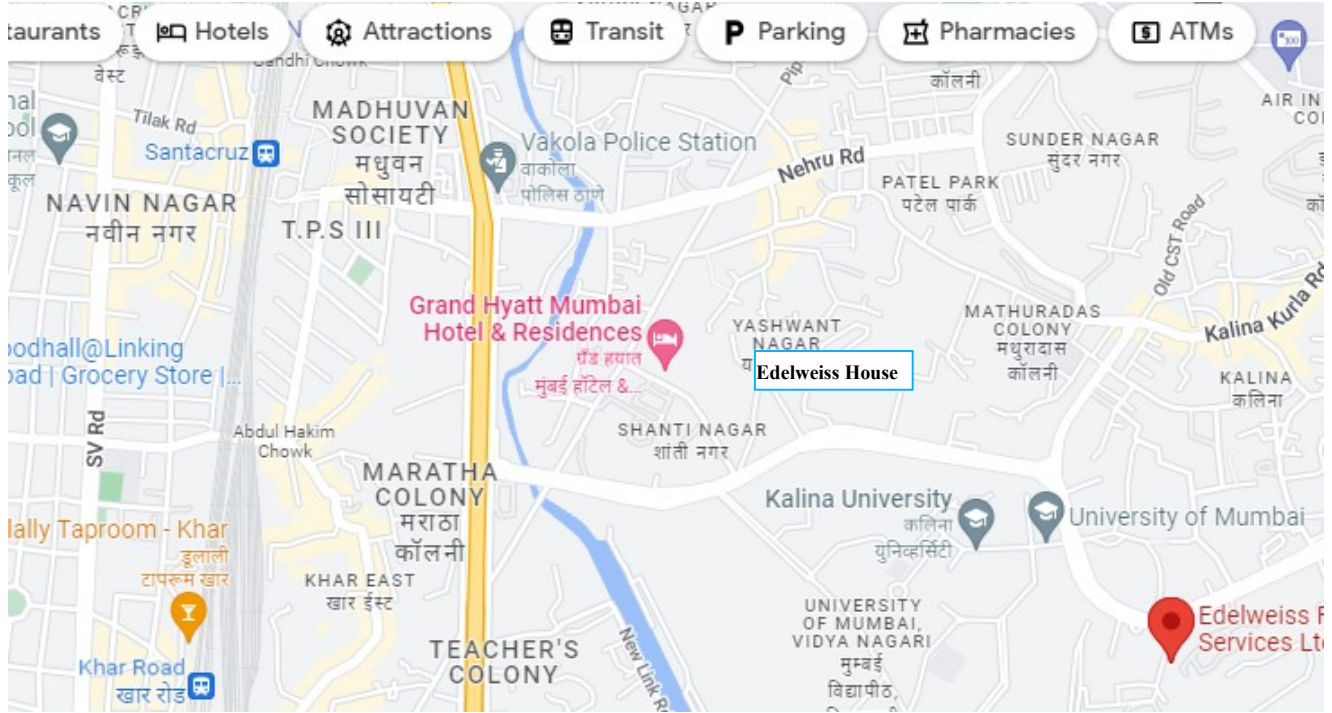
Signature of 2nd proxy holder

Signature of 3rd

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

Land Mark: Mumbai University Gate No. 1



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