
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 MONDAY, JANUARY 29, 2024 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:

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."

2. Creation of security

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 Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time (the **“Act”**) 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, consent of the Company be and is hereby granted 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 create such charges, mortgages, pledges or hypothecations, in addition to the existing charges, mortgages, pledges and hypothecations created by the Company, on such movable, immovable properties, assets and cashflows of the Company, both present and future, and in such manner as the Board may deem fit, together with power to take over all or the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible (hereinafter collectively referred to as **“Loans”**) provided that the total amount of said Loans, shall not, at any time exceed Rs. 1000 crores (Rupees One Thousand Crores only).

FURTHER RESOLVED that in connection with the aforesaid, the Board be and is hereby unconditionally and irrevocably authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Mumbai, January 22, 2024
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
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 22, 2024.

ITEM NO. 1

To meet the ongoing financial requirements of the Company, the Board of Directors and the Members of the Company at their respective meetings held on January 17, 2023, and January 23, 2023 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. 600 Crore in one or more tranches. Out of the total limit of Rs. 600 Crore, Rs. 209.20 Crores/- 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 22, 2024 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 22, 2024 has approved the issuance of 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 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 22, 2024. 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 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.

ITEM No. 2:

The members at the Extraordinary General Meeting held on August 11, 2020, had approved the limits for borrowing monies in excess of the paid-up share capital and free reserves of the Company up to Rs. 1000 crores and to secure the re-payment thereof. Although, the said members approval included the authority to create securities, one of the lenders, during a transaction suggested to provide an exclusive and comprehensive approval by the Members of the Company to create charges over its assets, properties and cashflows by way of hypothecation, mortgage, lien, pledge etc. in favour of the lenders (up to the limits approved under Section 180(1)(c) of the Act), for the purposes of securing the loan/credit facilities extended by them to the Company.

Accordingly, in view of the existing borrowing limit of Rs. 1,000 Crores, the Board recommends the passing of the Resolution set out in Item No. 2 as a Special Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives, except to the extend of their holding of securities, if any, are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

Mumbai, January 22, 2024
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
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 January 29, 2024 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. No.	Resolution	For	Against
Special Business			
1.	Issue of Debentures		
2.	Creation of security		

** 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 2024.

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.

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

Land Mark: Mumbai University Gate No. 1

