

EW/Sec/2024-25/190

September 4, 2024

BSE Limited P J Towers, Dalal Street, Fort, Mumbai – 400 001. Scrip Code: - 532922	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. Symbol: - EDELWEISS
---	--

Dear Sir/Madam,

Sub: Notice of the 29th Annual General Meeting

The 29th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, September 27, 2024 at 4.00 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the applicable Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time.

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 29th Annual General Meeting (the Notice) of the Members of the Company to be held on Friday, September 27, 2024 at 4.00 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

The Notice is also available on the website of the Company at www.edelweissfin.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Edelweiss Financial Services Limited

Tarun Khurana
Company Secretary

Encl.: as above

— NOTICE

NOTICE OF THE 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS FINANCIAL SERVICES LIMITED (THE COMPANY) WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2024 AT 4.00 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:-
 - a. the audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board and the Auditors thereon; and
 - b. the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Venkatchalam Ramaswamy (DIN: 00008509), who retires by rotation and, being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. C. Balagopal as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that Mr. C. Balagopal (DIN: 00430938), who was appointed as an Additional Director of the Company with effect from August 2, 2024 by the Board of Directors (hereinafter referred to as the Board) and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the Act) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act (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, Mr. C. Balagopal, who meets the criteria of independence as provided in Section 149 of the Act and Regulations 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director for a term of 5 years commencing August 2, 2024 and that he shall continue to hold office even after attaining the age of 75 years in the year 2027, during his said term of appointment.

FURTHER RESOLVED that 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 do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any 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.”

For and on behalf of the Board of Directors
Edelweiss Financial Services Limited

Tarun Khurana
Company Secretary
(Membership No. A12344)

August 2, 2024

Registered Office:
Edelweiss House,
Off C.S.T. Road, Kalina,
Mumbai – 400 098
CIN: L99999MH1995PLC094641
Email: Efsl.Shareholders@edelweissfin.com
Website: www.edelweissfin.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Annual General Meeting (AGM/Meeting) is annexed hereto.
2. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) from time to time (MCA Circulars/SEBI Circulars), the AGM is conducted through VC/OAVM without the physical presence of the Members at a common venue. Accordingly, as per the MCA Circulars and the SEBI Circulars and the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (Listing Regulations), the 29th AGM of the Company shall be conducted through VC/OAVM on Friday, September 27, 2024 at 4.00 P.M.
3. Pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the information in respect of the Directors seeking appointment/re-appointment at the AGM is given as an Annexure to the Notice.
4. As per the provisions of the Act and the Articles of Association of the Company, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being conducted in accordance with the MCA Circulars and SEBI Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members will not be available for the Meeting. Hence, the Proxy Form, Attendance Slip and Route Map of the venue of the AGM are not annexed to the Notice of the AGM. However, the Body Corporates, can appoint the authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Pursuant to the MCA Circulars, the Members are provided with the facility to join the AGM through the VC/OAVM mode 15 minutes before the scheduled time of commencement of the AGM and the same shall be kept open until 15 minutes after the scheduled time of commencement. The Members are requested to follow the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1,000 Members on a first come first serve basis as per the MCA Circulars. The shareholders holding 2% and more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. can attend the Meeting without restriction on account of first come first served principle.

Pursuant to the provisions of the Act, such Members are required to send a scanned certified true copy (PDF/JPG Format) of the resolution/authorisation of its Board/ governing body, authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said certified Resolution/Authorisation shall be sent to the Scrutinizer at narasimhan.b8@gmail.com/ab@bnpassociates.in/support@bnpassociates.in with a copy marked to evoting@nsdl.com.

5. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members/Beneficial Owners of the Company will be entitled to vote at the AGM.

6. QUORUM

The attendance of the Shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Pursuant to the provisions of Section 108 of the Act read with the Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided the facility of electronic voting (e-voting) to its Members in respect of the business to be transacted at the AGM. The Company has engaged National Securities Depository Limited (NSDL), as an authorised e-voting agency, for facilitating voting through electronic means (remote e-voting and e-voting during the AGM). The detailed procedure for participating in the AGM through VC / OAVM and instructions for e-voting i.e. remote e-voting / e-voting during the AGM, forms part of this Notice.

8. BOOK CLOSURE

Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from September 18, 2024 to September 26, 2024 (both days inclusive), for the purpose of payment of dividend and 29th AGM of the Company.

9. DIVIDEND

The dividend, as recommended by the Board, if declared at the AGM, will be paid subject to deduction of tax at source, as may be applicable, on and from the date of AGM, to those Members:

- a) whose names appear as Beneficial Owners as on the Record Date i.e. September 17, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the equity shares held in electronic form; and
- b) whose names appear as Members in the Register of Members of the Company as on the Record Date i.e. September 17, 2024 in respect of the equity shares held in physical form, after giving effect to valid request(s) received for transfer/transmission/ transposition of equity shares by the Company.

As per the provisions of the Income-tax Act, 1961, dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source at the prescribed rates, as applicable, from the dividend being paid to the Members. The TDS rate would vary depending on the residential status of the Members in accordance with the applicable provisions of the Income Tax Act, 1961. For detailed information on the same, please refer the Company's website at www.edelweissfin.com.

The Members are requested to update their bank account details in the manner as set out in this Notice, in order to enable the Company to provide timely credit of dividend in their bank accounts. In case the Company is unable to pay the dividend to any Member (holding shares in dematerialised mode), by the electronic mode due to non-availability of the details of bank account, the Company shall dispatch the demand draft to such Members by post/courier.

10. UNCLAIMED DIVIDEND

The Members are requested to note that the dividend which has remained unpaid or unclaimed for 7 consecutive years or more from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act.

Accordingly, pursuant to the provisions of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has during the financial year ended March 31, 2024, transferred the Unclaimed Dividend of ₹ 3,52,319 to the IEPF.

Further, 22,194 Equity Shares of ₹ 1 each of the Company, in respect of which the dividend has not been claimed for 7 consecutive years or more, have also been transferred to the IEPF Authority.

The Members are further requested to note that the unpaid or unclaimed dividends and/or the equity shares transferred to the IEPF can be claimed by them by making an online/electronic application in Form IEPF-5. Upon submitting duly completed form, applicants are requested to take a print of the same and send the physical copy, duly signed, along with the requisite documents specified in Form IEPF-5, to the Company/ Registrar & Transfer Agent (RTA) of the Company, M/s. Link Intime India Private Limited (Unit: Edelweiss Financial Services Limited), C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, e-mail: rnt.helpdesk@linkintime.co.in/iepf.shares@linkintime.co.in. The Rules and the application form (Form IEPF-5), as prescribed by the MCA for claiming the shares/ dividends are available on the website of MCA/IEPF authority – www.iepf.gov.in.

In view of the above, the Members who have not claimed/encashed the Dividend Warrants for Final Dividend 2016-17 and/ or any subsequent years are requested to claim their unpaid dividends within stipulated timeline by writing to the Company / RTA giving the necessary details.

11. GENERAL GUIDANCE TO SHAREHOLDERS

• NOMINATION FACILITY

As per the provisions of Section 72 of the Act read the Rules framed thereunder, the facility for making nomination is available to the Members in respect of the shares held by them. The Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to the Company/RTA in case the shares are held in physical form.

• BANK MANDATES

Members holding shares in physical form are requested to intimate the RTA under the signature of the Sole/First holder, the following information:

- i Name of the Sole/First holder and the folio number
- ii Particulars of Bank Account viz.,
 - a) Name of the Bank
 - b) Name of the Branch

- c) Complete address of the Branch with Pin code
- d) Bank Account Number allotted by the Bank.

In respect of the matters pertaining to Bank details, NECS mandates, nomination, power of attorney, change in name/address, etc., the Members are requested to approach:

- the Company's RTA, in case of shares held in physical form; and
- the respective Depository Participants, in case of shares held in electronic form.

In any correspondence with the Company/RTA, the Members are requested to quote their account/ Folio numbers or DP ID and Client ID in respect of physical or electronic holdings, respectively.

• **MODE OF HOLDING SHARES**

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form except in case of request received for transmission or transposition of securities. In view of this and to eliminate the risks associated with holding physical shares, the Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. The Members can contact the Company/RTA for any support in this regard.

• **UPDATION OF MANDATORY KYC DETAILS**

- i. Pursuant to SEBI Circular dated April 20, 2018, shareholders who have not furnished the details with regard to PAN and Bank particulars are requested to compulsorily furnish the same to the Company RTA/ for registration in the folio.
 - ii. Members are requested to intimate the changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the Company/RTA in case the shares are held in physical form.
- SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. With effect from April 1, 2024 any payments including dividend in respect of shares held in physical mode shall only be made electronically upon registering the required KYC details.

12. DISPATCH OF ANNUAL REPORT IN ELECTRONIC FORM AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT BY E-MAIL:

- i. In accordance with Sections 101 and 136 of the Act read with the Rules framed thereunder and Regulations 34 and 36 of the Listing Regulations read with relevant Circulars, the Annual Report for the financial year 2023-24 (including the Financial Statements, Board's Report, Auditor's report and other documents required to be attached thereto) (the Annual Report 2023-24), and the Notice of the AGM, are being sent in electronic mode to Members and other persons entitled to receive the Notice, whose e-mail address is registered with the Company or the Depositories.

The Member who wishes to obtain a hard copy of the Annual Report can send a request for the same at email ID- Efsl.Shareholders@edelweissfin.com mentioning Folio No./ DP ID and Client ID.

- ii. The Members holding Equity Shares of the Company in Demat Form or Physical Form and who have not yet registered their e-mail address are requested to follow the procedure stated in point No. 13 given below for the purpose of registration.

- iii. A copy of the Annual Report 2023-24 along with the Notice of the AGM and Explanatory Statement is available on the website of the Company at www.edelweissfin.com, BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

13. PROCEDURE FOR REGISTRATION OF EMAIL IDS WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- i. In case the shares are held in physical mode, shareholders are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and Aadhar Card by e-mail to the Company at Efsl.Shareholders@edelweissfin.com.
- ii. In case the shares are held in demat mode, please provide DP ID & Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, self-attested scanned copy of client master or copy of Consolidated Account statement, PAN, Aadhar to the respective Depository Participants.
- iii. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in these notes.
- iv. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

14. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- i. As the AGM is being conducted through VC/OAVM, the Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number (DP ID & Client ID) / Folio No., email id, mobile number at Efsl.Shareholders@edelweissfin.com.
- ii. The Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that the required information can be made available. The same will be replied by/on behalf of the Company suitably.
- iii. In order to enable smooth conduct of AGM, the Members who would like to express their views during the AGM may register themselves as a Speaker by sending an email to Efsl.Shareholders@edelweissfin.com, mentioning name and Folio No., DP ID/CLIENT ID from Saturday, September 21, 2024 (9.00 A.M.) to Monday, September 23, 2024 (5.00 P.M.)

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

15. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, September 24, 2024 at 9:00 A.M. and ends on Thursday, September 26, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 21, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and

password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022-48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 21, 2024, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


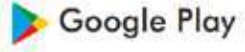


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?

- If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- (vi) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- (vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

- (viii) Now, you will have to click on “Login” button.

- (ix) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to narasimhan.b8@gmail.com/ ab@bnpassociates.in/ support@bnpassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Efsl.Shareholders@edelweissfin.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Efsl.Shareholders@edelweissfin.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members are encouraged to join the Meeting through desktop/laptop for better experience.
3. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that the Members connecting from Mobile Devices/ Tablets may experience Audio/Video loss due to fluctuation in their network. It is, therefore, recommended to use Stable Wi-Fi/ LAN Connection to mitigate any kind of aforesaid glitches.

SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS:

The Scrutinizer shall, immediately after the conclusion of voting at the 29th AGM, submit the report to the Chairman or any person authorized by him after completion of the scrutiny of the votes and the results of voting will be announced after the AGM. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

The results will be displayed on the website of the Company at <https://www.edelweissfin.com> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results and will be communicated to BSE Limited and National Stock Exchange of India Limited.

ANNEXURE TO THE NOTICE DATED AUGUST 2, 2024

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:-

Based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company (the Board) at its Meeting held on August 2, 2024, had appointed Mr. C. Balagopal (DIN: 00430938) as an Additional Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 and the Rules framed thereunder (the Act), Mr. Balagopal holds office up to the date of the forthcoming Annual General Meeting (AGM). Mr. Balagopal was also appointed as an Independent Director for a period of 5 years with effect from August 2, 2024. The Company has received a notice from a Member proposing the candidature of Mr. Balagopal as an Independent Director of the Company.

A brief profile of Mr. C. Balagopal is as under:

Mr. C. Balagopal is the former Chairman (Independent) of the Board of Federal Bank Ltd. He is also a Trustee of Anaha Trust; Member of the Governing Council of the Centre for Management Development, Trivandrum; Member of the Advisory Board of Fourth Wave Foundation; Member of the Board of TIMed Medical Devices Incubator of SCTIMST. Mr. Balagopal completed his BA and MA from Loyola College, Madras University, and joined the IAS in 1977 and worked in Manipur and Kerala. In 1983 he resigned from the IAS to promote a venture to make hi-tech biomedical devices for the first time in the country. Acquiring the knowhow from Sree Chitra Tirunal Institute for Medical Sciences & Technology, Trivandrum (SCTIMST) and with the support of National Research Development Corporation and KSIDC, he set up his venture, Penpol Ltd, near Trivandrum.

In 1999, Penpol entered into a joint venture with the Terumo Corporation of Japan. Today, Terumo Penpol Ltd is the biggest manufacturer of blood bags in India and one of the world's biggest makers of high-tech bio-medical devices. In 2012, he sold his stake in Penpol and turned to investing in startups, mentoring entrepreneurs, writing (four books to his credit), travel, and his many other interests.

Mr. Balagopal runs a Trust, which supports social projects in Kerala and Manipur in primary health, primary education, and rural livelihoods.

Mr. Balagopal is also an Independent Director on the Board of Edelweiss Life Insurance Company Limited, a subsidiary of the Company.

Mr. Balagopal has given his consent for appointment as an Independent Director of the Company and a declaration to the effect that he meets the criteria of independence as prescribed under Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015 (the Listing Regulations), as applicable, and that he is not disqualified from being appointed as a Director of the Company as per the provisions of the Act and the Listing Regulations. Mr. Balagopal is not debarred from being appointed as a Director by SEBI, MCA and any such Statutory Authority.

As per Regulation 17 of the Listing Regulations, the approval of the Members is also sought for continuation of the appointment of Mr. Balagopal as an Independent Director since he would be attaining the age of 75 years in the year 2027 during the term of his appointment.

Mr. Balagopal is a person of integrity and has relevant skills, experience and expertise in the area of financial services, for him to be appointed as an Independent Director on the Board of the Company. The Board is of the view that Mr. Balagopal possesses and has the requisite skills and capabilities having worked as Chairman of a private sector bank and expertise in financial services sector, regulatory contexts, strategic planning and understanding of economic trends. He has leadership experience in the financial services sector as identified and required for appointment as an Independent Director of the Company.

Based on the recommendations of the NRC and considering the qualification and, experience, the Board recommends the appointment of Mr. Balagopal as an Independent Director for the term of 5 years from August 2, 2024 by a Special Resolution as set out in Item No. 4 of the Notice.

Mr. Balagopal is not related to any Promoter, Director and Key Managerial Personnel of the Company.

Except Mr. Balagopal, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in this item of business, in any manner whatsoever.

**For and on behalf of the Board of Directors
Edelweiss Financial Services Limited**

**Tarun Khurana
Company Secretary
(Membership No. A12344)**

August 2, 2024

**Registered Office:
Edelweiss House,
Off C.S.T. Road, Kalina,
Mumbai – 400 098
CIN: L99999MH1995PLC094641
Email: Efsl.Shareholders@edelweissfin.com
Website: www.edelweissfin.com**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (AGM) pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings:

Particulars	Mr. Venkatchalam Ramaswamy	Mr. C. Balagopal
Date of Birth	August 12, 1966	October 2, 1952
Age	58 years	72 years
Date of first Appointment	February 20, 1996	August 2, 2024
Experience in functional Area	Over three decades of experience in financial services sector	Varied experience in his capacity as ex-IAS Officer and former Chairman (Independent) of Federal Bank Limited. Also providing philanthropic services in the rural and social sector.
Qualification	<ul style="list-style-type: none"> B.E. (Electronics & Communication) MBA from the University of Pittsburgh 	<ul style="list-style-type: none"> BA and MA from Loyola College, Madras University
Terms and Conditions of Appointment/ Re-appointment	Appointed as an Executive Director, liable to retire by rotation	Appointed as an Independent Director for a period of 5 years w.e.f. August 2, 2024
Remuneration to be paid	Entitled for payment of Salary, Perquisites and Bonus as approved by the Members at the AGM of the Company held on September 3, 2021	Entitled for sitting fees for attending Meetings of Board & Committees and also commission
Remuneration last drawn	Refer Corporate Governance Report forming a part of the Annual Report	N.A.
No. of Board Meetings attended during the year ended March 31, 2024	5	N.A.
Directorship in other Companies (Public Limited Companies)	<ul style="list-style-type: none"> Edelweiss Asset Reconstruction Company Limited; Edelweiss Asset Management Limited; Edelweiss Real Assets Managers Limited; Edelweiss Global Wealth Management Limited; Edelweiss Alternative Asset Advisors Limited. 	<ul style="list-style-type: none"> Trivandrum Centre for Performing Arts; Accelerated Freeze Drying Co Limited; Edelweiss Life Insurance Company Limited.
Name of listed entities from which the person has resigned in the past three years	ECL Finance Limited (a High Value Debt Listed Entity as defined under the Listing Regulations)	None

Particulars	Mr. Venkatchalam Ramaswamy	Mr. C. Balagopal
Membership/ Chairmanship of Committees of other public limited companies*	Member of the: <ol style="list-style-type: none"> Audit Committee: <ul style="list-style-type: none"> Edelweiss Asset Management Limited; Edelweiss Asset Reconstruction Company Limited. Stakeholder Relationship Committee: <ul style="list-style-type: none"> Edelweiss Asset Reconstruction Company Limited (Chairman); Edelweiss Real Assets Managers Limited. 	Nil
Relationship with other Directors inter-se and with Key Managerial Personnel of the Company	None	None
No. of shares held in the Company	5,95,76,560 Equity Shares of ₹ 1 each	80 Equity Shares of ₹ 1 each

*Only Audit Committee and Stakeholders' Relationship Committee have been considered for the Committee position.