



## Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting of the Members of ECL Finance Limited ("the Company") will be held on Friday, January 20, 2023, at 11.00 am (IST) at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400098 to transact the following business:

### 1. Appointment of Mr. Sameer Kaji (DIN: 00172458) as an Independent Director

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 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Sameer Kaji (DIN: 00172458), who was earlier appointed as an Additional Director of the Company with effect from September 29, 2022 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years from September 29, 2022, till September 28, 2027.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

### 2. Appointment of Mr. Aalok Gupta (DIN: 08195214) as an Independent Director

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 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Aalok Gupta (DIN: 08195214), who was earlier appointed as an Additional Director of the Company with effect from September 29, 2022 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years from September 29, 2022, till September 28, 2027.



**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

3. **Appointment of Mr. Phanindranath Kakarla (DIN: 02076676) as a Director of the Company subject to and with effect from RBI approval**

To consider and, if thought fit, to pass, with or without modification/(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and subject to approval from Reserve Bank of India and such other statutory approvals, as may be required, and based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Phanindranath Kakarla (DIN: 02076676), who was earlier appointed as an Additional Director of the Company with effect from September 29, 2022 be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

4. **Appointment of Mr. Phanindranath Kakarla (DIN: 02076676) as Deputy Managing Director subject to and with effect from RBI approval**

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 196, 197 and 203, read with Schedule V to the Companies Act, 2013, (‘the Act’) and all other applicable provisions, if any, of the Act, as amended from time to time, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time (the Rules), and subject to approval from Reserve Bank of India and such other statutory approvals, as may be required, consent of the Members be and is hereby accorded for appointment of Mr. Phanindranath Kakarla (DIN: 02076676), as Deputy Managing Director for a period of 5 years with effect from the date of RBI approval, on the terms and conditions as mentioned in the Explanatory Statement.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Phanindranath Kakarla shall be entitled to receive remuneration including perquisites, etc. upto the limit as mentioned in the Explanatory Statement, as minimum remuneration.



**RESOLVED FURTHER THAT** 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.”

5. **Approval for issuance of Non-convertible Debentures on Private Placement basis**

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), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI Rules and Regulations, as amended from time to time and pursuant to the provisions of relevant Reserve Bank of India (RBI) Directions, and further subject to the provisions of any other applicable statutes, Regulations, including any statutory modification(s) or re-enactment thereof, and the provisions of the Memorandum & Articles of Association of the Company and subject to the approvals, consents, permissions, exemptions 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, approval of the Members 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 issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures including subordinated Debentures qualifying as Tier-II debt in terms of the RBI Regulations (“the Debentures”/“NCDs”), aggregating to Rs. 12,000 crores (Rupees Twelve Thousand Crores only), during the period from January 20, 2023 to September 30, 2023, 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 as amended, from time to time.

**RESOLVED FURTHER 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.”



**For and on behalf of the Board of Directors**  
**ECL Finance Limited**

**Kashmira Mathew**  
**Head – Governance & Compliance and Company Secretary**  
**Membership No: A11833**  
Place: Mumbai  
Date: December 27, 2022

Registered Office:  
Tower 3, Wing 'B', Kohinoor City Mall,  
Kohinoor City, Kirol Road,  
Kurla (W), Mumbai - 400070  
CIN: U65990MH2015PLC154854

**Notes:**

1. A Member entitled to attend and vote at the Extraordinary General Meeting ('EGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office not less than forty-eight hours before the commencement of the EGM. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the EGM. Proxy form is annexed to this Notice;
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. All the documents referred to in the accompanying notice and Explanatory Statement and the register as prescribed under the Companies Act, 2013 are open and available for inspection at the Registered Office of the Company on all working days between 11:00 am to 1:00 pm, upto the date of this meeting.
4. Members / Proxies should fill in the attendance slip for attending the Meeting.
5. The route map showing directions to reach the venue of the General meeting is annexed.
6. Pursuant to Article 5.6 of the Articles of Association of the Company, CDPQ Asia Equity Pvt. Ltd. ("CDPQ") shall be entitled to voting rights on a Fully Diluted Basis in each Shareholders' Meeting of the Company. Until the conversion of the Investor CCDs, each Promoter shall vote in accordance with instructions of the Investor at the Shareholders' Meeting, in respect of such number of Equity Shares held by each of them such that the Investor's voting rights of a Fully Diluted Basis are given effect to.

To give effect to the above requirements, the voting at the EGM would be required to be conducted through Poll. The ballot papers in this respect would be circulated at the EGM venue.

In view of the above, Alwyn D'Souza, Practising Company Secretary failing him Mr. Jay D'Souza, Practising Company Secretary, partners of M/s Alwyn Jay & Co, Practising Company Secretaries, having their address at 103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101, Tel: 22-79629822, have been appointed as the Scrutinizer to conduct the Polling Process and submit their report to the Chairman for declaration of the result.

## EXPLANATORY STATEMENT TO AGENDA ITEMS

### Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013

#### Item Nos.: 1 & 2:-

Based on the recommendations of the Nomination and Remuneration Committee (the 'Committee'/'NRC'), the Board at its meeting held on September 29, 2022, appointed Mr. Sameer Kaji (DIN: 00172458) and Mr. Aalok Gupta (DIN: 08195214) as Additional Directors of the Company.

In accordance with the provisions of Section 149, 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Regulation 17 and applicable Regulations of SEBI (LODR) Regulations 2015, it is now proposed to appoint Mr. Sameer Kaji and Mr. Aalok Gupta, as Independent Directors of the Company, each to hold office for a term of five (5) consecutive years from September 29, 2022, to September 28, 2027 (First Term), subject to the approval of the Members of the Company.

The aforesaid Directors have given their respective declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. Accordingly, in the opinion of the Board, they fulfill the conditions specified in the Act and SEBI (LODR) Regulations 2015 for such an appointment.

Considering the experience of the aforesaid Directors the Board recommends the Resolutions at item Nos. 1 & 2 of the accompanying Notice, for the approval of the Members to be passed by way of Special Resolutions.

Brief Profile of Mr. Sameer Kaji is as below:

Mr. Sameer Kaji's experience spans a range of industries and geographies for the last 30 years. Key focus areas have been growth strategy, mergers & acquisitions, operational improvement, transformation, and turnaround. As an Interim CEO & Board Member, he has assisted companies in their business development, acquisition, product innovation, analyzing their strengths and weaknesses and wherever applicable helped in early identification of stress - whether financial, operational or external by providing out of box solutions to reduce their debt, enhance their operating efficiency, resource allocation and undertaking complex stakeholder negotiations leading to cash flow enhancement and transformation. Being a first-generation entrepreneur for more than 20 years with hands on operational experience enabled him to bring pragmatic solutions to complex management, manufacturing, or financial issues for company management.



He has acted as advisor to many Companies like Adani Group, Binanni Cement, McKinsey & Company, Edelweiss etc. He was also associated with a Gold mine owned by Rio Tinto in Reno, Nevada as a Director and also led the disinvestment and management transition programmes.

He was also the Chairman & Managing Director, RAS Propack Lamipack, which was founded by him and led a 500+ FTE company to a successful IPO (40x subscribed).

Mr. Kaji is a Management Graduate from Babson F.W. Olin Graduate School of Business.

Brief Profile of Mr. Aalok Gupta is as below:

Mr. Aalok Gupta has over three decades of experience in banking with a focus on retail and SME businesses. He has worked with foreign banks (Bank of America and HSBC), private Indian banks (HDFC Bank and YES Bank) and financial institutions with roles across Business, Product and Risk Management. His last assignment was as MD & CEO of MUDRA, which is the nodal agency for the Pradhan Mantri Mudra Yojana and refinances banks, NBFCs and MFIs.

Currently, he is a mentor with GDC-IIT, Madras which promotes entrepreneurial thinking in STEM institutions across India.

Mr. Gupta graduated from IIM, Ahmedabad after his Bachelor's degree in Mechanical Engineering from Delhi College of Engineering.

The additional details of the aforesaid Directors as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are set out in Annexure 1 forming part of this Notice. They do not hold any shares in the Company.

None of the Directors (except Mr. Sameer Kaji and/or his relatives and Mr. Aalok Gupta and/or his relatives), Key Managerial Personnel of the Company and/or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, as set out at Item Nos. 1 & 2 of the Notice.

#### **Item Nos.: 3 & 4:-**

The Board at its meeting held on September 29, 2022, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Phanindranath Kakarla (DIN: 02076676) as an Additional (Executive) Director to be designated as Deputy Managing Director for a period of 5 years subject to and with effect from the date of RBI approval, on the following terms and conditions:

- i. Salary Limit: Not to exceed 2.50 crores per annum.
- ii. Performance Bonus: Not to exceed Rs. 3 crores per annum.
- iii. Perquisites: In addition to the salary and the performance bonus, Mr. Phanindranath Kakarla, shall also be entitled to the perquisites as per the Rules of the Company.



Accordingly, it is now proposed to appoint Mr. Phanindranath Kakarla as a Director to be designated as Deputy Managing Director for a period of 5 years subject to and with effect from the date of RBI approval, in professional capacity, on the same terms and conditions as mentioned above.

Further, even in case of inadequacy or absence of profits, the aforementioned remuneration which may exceed the limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V to the Act, may be paid for a period not exceeding 3 years.

The aforesaid appointment of Mr. Phanindranath Kakarla as Deputy Managing Director requires approval of the Members under Section 197 of the Companies Act, 2013, read with relevant Rules, and further read together with Schedule V to the Companies Act, 2013, as amended from time to time.

The aforesaid appointment of Mr. Phanindranath Kakarla has been recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on September 29, 2022 and is subject to and effective from the date of RBI approval.

Details of Mr. Phanindranath Kakarla pursuant to Secretarial Standard on General Meetings (SS-2) are appended in Annexure 1 to this Notice and the details as per Schedule V to the Companies Act, 2013 are given below:

## **I. General Information**

### **(a) Nature of Industry**

The Company was incorporated on July 18, 2005 as a Public Limited Company with the primary objective for taking up financing and investment activities. ECL Finance Limited received its certificate of commencement of business on August 4, 2005. The Company is a Systemically Important Non-deposit taking Non-Banking Financial Company (NBFC-ND-SI) registered with the Reserve Bank of India. The Company is a subsidiary of Edelweiss Financial Services Limited.

### **(b) Date or expected date of commencement of commercial production**

Not Applicable

### **(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 1, 2021 to March 31, 2022 is set out as under:





Particulars	Amount (Rs. in millions)
Total Income	16,607.69
Total Expenditure	16,081.94
(Loss)/Profit before tax	525.75
(Loss)/Profit after tax	793.53

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

CDPQ Private Equity Asia Pte. Ltd. holds 1000 shares of face value Rs. 1 each and 10,39,49,680 Compulsorily Convertible Debentures of Rs. 100 each in the Company.

**II. Information about the appointee:**

(a) **Background details:**

Mr. Phanindranath Kakarla is an IIM Calcutta and IIT Mumbai alumni. He has spent close to two decades in the financial services industry with comprehensive experience in Banking - Credit Risk, Distressed Debt Recovery, Finance, Operations and Relationship Management in Wholesale Lending, Corporate & Transaction Banking and Asset Management. He also has expertise in driving organizational transformation (across people, process and technology) and building and leading high-performance finance / operations teams across various geographies. His past experience covers a gamut of leading banks like HSBC, JPMorgan Chase, Deutsche Bank & ING. He has been with the Edelweiss Group for over 8 years wherein he has done various roles including Head of Centralised Services Group and Head of Group HR. He is currently the CFO and COO of ECL Finance Limited.

(b) **Past remuneration (in FY2022):**

Not applicable

(c) **Recognition or awards:**

Point (a) to be referred to.

(d) **Job profile and his suitability:**

Point (a) to be referred to.

(e) **Remuneration proposed:** As provided in the Explanatory Statement to 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 Mr. Phanindranath Kakarla is in 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, him holding CFO and COO positions in the Company and loan extended by the Company to his relatives/related parties, if any, Mr. Phanindranath Kakarla has no other pecuniary relationship directly or indirectly with the Company.

**III. Other Information:**

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

Not applicable

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

Not applicable

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

Not applicable

Considering the experience and expertise of Mr. Phanindranath Kakarla, the Board recommends passing the resolutions as set out in the item no 3 & 4 of the Notice.

Except Phanindranath Kakarla, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the item of business as set out at Item nos. 3 & 4 of the Notice.

The Board recommends passing the Resolution set out in Item No. 3 as an Ordinary Resolution and item no 4 as a Special Resolution.

**Item No.: 5:**

The Members of the Company had at the Annual General Meeting held on September 24, 2021, and thereafter at the Extra-Ordinary General Meeting held on December 3, 2021, authorised the Board of Directors of the Company (which term includes any Committee of the Board to exercise its powers including the powers conferred by the Resolution) to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures including subordinated Debentures qualifying as Tier-II debt in terms of the RBI Regulations ("the Debentures/NCDs"), aggregating to Rs. 12,000 crores (Rupees Twelve Thousand Crores only), 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 and the said approval was valid till December 2, 2022.



In order to meet the Company's further growth requirements, the Company proposes to continue to issue, offer and allot the NCDs on a Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of the Companies Act, applicable SEBI Regulations and RBI guidelines/Directions, up to an amount not exceeding Rs. 12,000 Crores (Rupees Twelve Thousand Crores only). The NCDs may be issued at par or at a premium and may be listed on the Stock Exchange(s), on such other terms and conditions as the Board or the Committee may determine. Towards that, the Company hereby seeks approval of the Members by way of a Special Resolution.

The said approval would be valid from January 20, 2023, to September 30, 2023. There is no change in limit to issue NCDs from the last approval of the shareholders accorded at the Extra-Ordinary General Meeting held on December 3, 2021. The aforesaid limit is well within the overall borrowing limits.

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as under:

**a) Particulars of offer including date of passing the Board Resolution:**

Issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 12,000 Crores, in one or more tranches. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of the Non-convertible Debentures.

**b) Kind of Securities offered and the price at which security is being offered:**

Kind of Securities - Non-convertible Debentures.

Issue Price of the NCDs shall be determined at the time of issue of respective series/ tranche of the 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 the NCDs in general as the Board may deem fit.

**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. 12,000 Crores (Rupees Twelve Thousand Crores only).

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 or the Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this Resolution shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of the NCDs.

The Special Resolution set out herein shall remain in force for the period commencing from January 20, 2023 to September 30, 2023.

The Board recommends the passing of the Special Resolution set out in item no. 5 of the Notice.

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. 5 of the Notice.

**For and on behalf of the Board of  
Directors  
ECL Finance Limited**

**Kashmira Mathew  
Head - Governance & Compliance and  
Company Secretary  
Membership No: A11833  
Place: Mumbai  
Date: December 27, 2022  
Registered Office:  
Tower 3, Wing 'B', Kohinoor City Mall,  
Kohinoor City, Kiro Road,  
Kurla (W), Mumbai - 400070  
CIN: U65990MH2015PLC154854**



### 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 Extraordinary General Meeting of the Company to be held on Friday, January 20, 2023, at 11.00 am (IST) at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400098.

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 \_\_\_\_\_, 2023



**ECL FINANCE LIMITED**

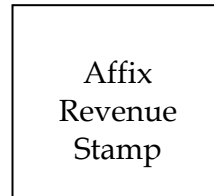
**REGISTERED OFFICE:** Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirool Road, Kurla (W), Mumbai - 400070.

**PROXY FORM**

Registered Folio \_\_\_\_\_

I/We \_\_\_\_\_ s/o, w/o, d/o \_\_\_\_\_ residing at \_\_\_\_\_ being a Member(s) of the above named Company hereby appoint Mr. / Ms. \_\_\_\_\_ residing at \_\_\_\_\_ or failing him/her Mr./Ms. \_\_\_\_\_ residing at \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, January 20, 2023, at 11.00 am (IST) at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400098 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023



Signature  
(Please sign across the Stamp)

Note: -This form in order to be valid should be duly stamped, completed and signed and must reach the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



**Route Map of the venue of Extraordinary General Meeting of the Company**

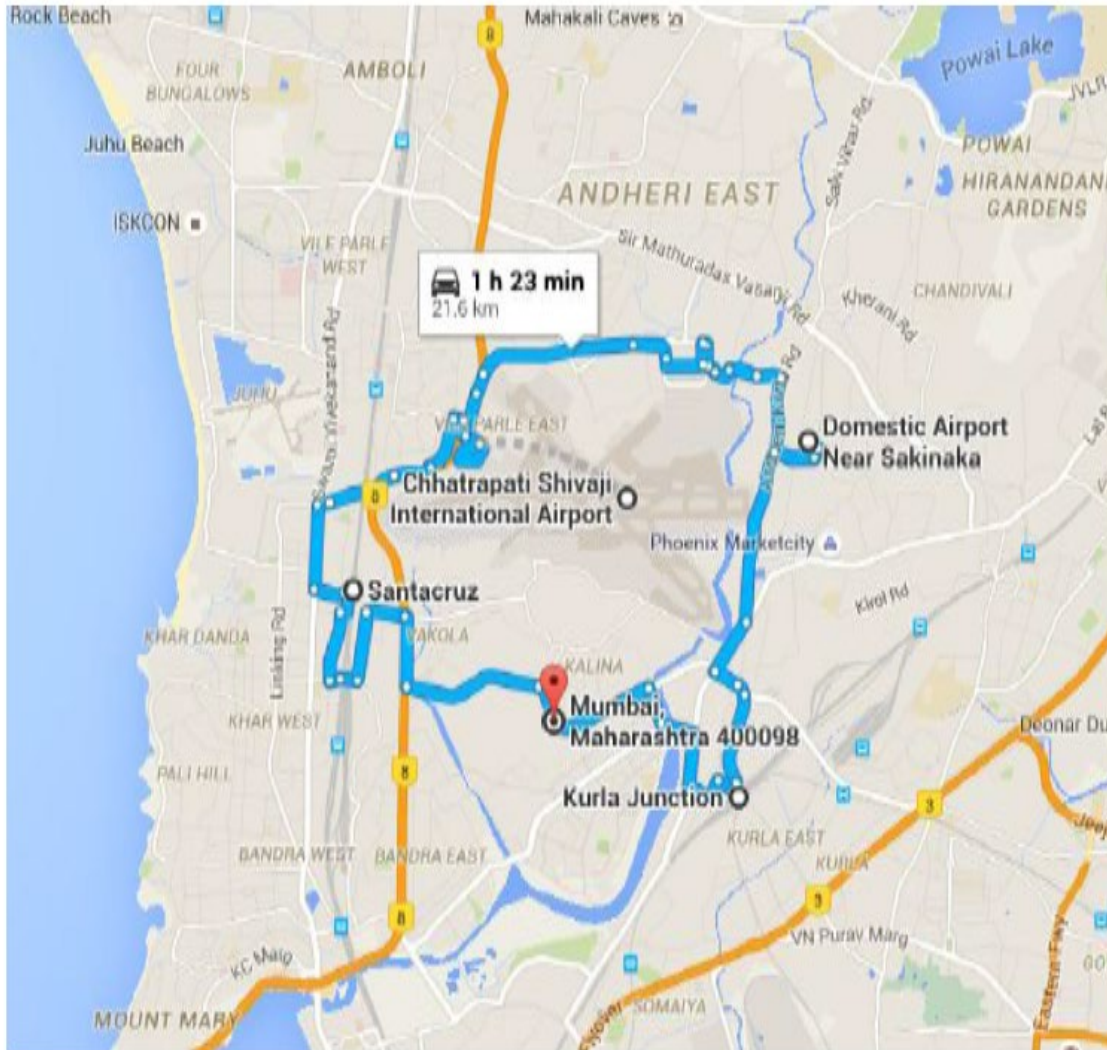
EGM Venue

Edelweiss House,

Off C.S.T. Road,

Kalina, Mumbai – 400098

**Route map for the venue of the meeting**



### Annexure 1

**Details of Directors as on September 30, 2022, seeking appointment at the Extraordinary General Meeting of the Company pursuant to Secretarial Standard on General Meetings (SS-2):**

<b>Particulars</b>	<b>Mr. Sameer Kaji</b> (DIN: 00172458)	<b>Mr. Aalok Gupta</b> (DIN: 08195214)	<b>Mr. Phanindranath Kakarla</b> (DIN: 02076676)
<b>Age</b>	62	56	55
<b>Date of first appointment</b>	September 29, 2022	September 29, 2022	With effect from the date of RBI approval.
<b>Experience (Brief Profile) &amp; Educational Qualifications</b>	Brief profile and educational qualification is covered in the Explanatory Statement to the Notice.	Brief profile and educational qualification is covered in the Explanatory Statement to the Notice.	Brief profile and educational qualification is covered in the Explanatory Statement to the Notice.
<b>Terms and conditions of Appointment/Re-appointment</b>	Not liable to retire by rotation	Not liable to retire by rotation	Liable to retire by rotation
<b>Remuneration to be paid and Remuneration last drawn</b>	Entitled for sitting fees for attending Meetings of Board & Committees	Entitled for sitting fees for attending Meetings of Board & Committees	As provided in the explanatory statement to item no. 4.
<b>No. of Board Meetings attended during the year</b>	Not applicable	Not applicable	Not applicable
<b>Relationship with other Directors and Key Managerial Personnel</b>	None	None	He is not related to any Director of the Company. Presently, he is the Chief Financial Officer (KMP) of the Company.
<b>No of Shares held in the</b>	NIL	NIL	NIL



<b>Company</b>			
<b>Directorship in other Companies</b>	NIL	NIL	<ul style="list-style-type: none"> <li>i. Edelweiss Retail Finance Limited</li> <li>ii. Edelweiss Housing Finance Limited</li> </ul>
<b>Membership / Chairmanship of Committees of other public limited companies.</b>	NIL	NIL	NIL

**ECL Finance Limited**

Corporate Identity Number : U65990MH2005PLC154854

Registered Office : Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla (W), Mumbai - 400070 ©+91 22 4272 2200

<https://eclfinance.edelweissfin.com>