



NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of ECL Finance Limited ("the Company") will be held on Friday, December 3, 2021, at 3:00 pm at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 to transact the following business: -

1. **Appointment of Joint Statutory Auditors for a term of 3 (three) years:**

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 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the RBI notification RBI/2021-22/25, Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), M/s. V.C. Shah & Co. (Firm Registration No. FRN: 109818W), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants and they shall hold the office till the conclusion of 17th Annual General Meeting to be held in the year 2022 and for a further period of two (2) years, from the conclusion of the 17th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2024.

2. **Continuation of directorship of Mr. P.N. Venkatachalam 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to Mr. P.N. Venkatachalam (DIN: 00499442), who has attained the age of seventy five (75) years, to continue to hold the office of Non-Executive Independent Director of the Company till the conclusion of the 17th Annual General Meeting to be held in the year 2022, being the date of expiry of his current term of office."

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution."

3. **Approving amendments to the overall borrowing limits of the Company**

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



“RESOLVED that in supersession of the resolution passed by the members at the Extraordinary General Meeting held on November 12, 2018, consent of the Company be and is hereby accorded, pursuant to Sections 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder 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) for borrowing from time to time, any sum or sums of money for the purposes of the Company, upon such terms and conditions and with or without security, as the Board may in its discretion think fit, notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the sums already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes and Securities Premium Account of the Company, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs. 30,000 crores (Rupees Thirty Thousand Crores only).”

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby 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.”

4. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

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 other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over 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 Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 30,000 crores (Rupees Thirty Thousand Crores only).”

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby 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.”

5. Revision in the issuance limit of Debentures

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

“**RESOLVED THAT** in supersession of the resolution passed by the members at their 16th Annual General Meeting held on September 24, 2021 and 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 Debt Securities) Regulations, 2008, 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, if any, 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), 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.

FURTHER RESOLVED that subject to and in accordance with the provisions of the Act, the Board be and is hereby authorized 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.”



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

Kashmira Mathew
Head - Governance & Compliance
Membership No: 11833
Place: Mumbai
Date: November 26, 2021

Registered Office:
Edelweiss House, Off. C.S.T. Road
Kalina, Mumbai - 400 098
CIN: U65990MH2015PLC154854

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy shall not vote except on a poll. A person can act as proxy for and on behalf of a maximum of fifty (50) members not holding, in aggregate, more than ten percent of the total paid-up share capital of the company carrying voting rights. A member holding more than ten percent of the total paid-up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form for the extraordinary general meeting ('EGM') is enclosed herewith. The instrument appointing proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
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 1:00pm, upto the date of this meeting.
4. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
5. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
6. This meeting is being convened at a shorter notice with the consent of majority in number of members entitled to vote and who represent not less than 95% of such part of the paid-up capital of the company as gives right to vote at the meeting in accordance with section 101 of the Companies act, 2013.



7. The route map showing directions to reach the venue of the General meeting is annexed.
8. 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, ACSY & Associates, Practicing Company Secretaries, having their address at Unit No. 130, Dheeraj Heritage, 1st Floor, Near Milan Junction, S.V. Road, Santacruz (West), Mumbai – 400 054, 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 No.: 1:-

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.:301003E/E300005) was appointed as the Statutory Auditors of the Company by the Members at the 13th Annual General Meeting for a term of 5 (Five) years i.e. from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting of the Company.

Further, the Reserve Bank of India ("RBI") issued a Notification RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 ('Notification') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines").

As per the requirement of the aforesaid guidelines, the Company can appoint Statutory Auditors for a continuous period of maximum three years, subject to the firms satisfying the eligibility norms on a continuous basis. Further, the Audit Firms completing tenure of three financial years in the NBFC are not eligible to continue to hold office as Statutory Auditors of the NBFC. Since the RBI Guidelines are being implemented for the first time for NBFCs from Financial Year 2021-22 and in order to ensure that there is no disruption, the RBI has given flexibility to NBFCs to appoint new Statutory Auditors in the second half of the financial year ending March 31, 2022.

M/s. S.R. Batliboi & Co. LLP, the existing Statutory Auditors of the Company have already completed audit for a continuous period of three years and are now ineligible to continue as Statutory Auditors of the Company in terms of the RBI Guidelines for the financial year ending 31st March 2022. M/s. S.R. Batliboi & Co. LLP has vide letter dated September 22, 2021 informed their ineligibility to continue as the Statutory Auditors of the Company in terms of the aforesaid RBI Guidelines and have accordingly resigned.

To comply with the aforesaid RBI Guidelines and the provisions of Act, the Board of Directors have appointed M/s. V.C Shah & Co. LLP, Chartered Accountants as statutory auditors of the company, subject to shareholders approval, to hold the office till the conclusion of 17th Annual General Meeting to be held in the year 2022 and for a further period of two (2) years, from the conclusion of the 17th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2024.

M/s. V.C Shah & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines.



The change / appointment of Statutory Auditors of the Company is to comply with RBI Guidelines and for no other reasons.

The brief profile of the proposed Auditors is as follows:

M/s. V.C Shah & Co., Chartered Accountants is more than 50-year-old firm established in 1969. Over the years, the Firm has grown to a mid-sized single-window setup having 6 Partners and 22 qualified assistants with a team of about 114 persons. The Firm's different verticals are headed by Senior Partners. Having done Statutory audits, Tax audits Advisory and assistance in IND AS implementation, Stock audits, Risk based Internal Audit / Revenue Audit, Concurrent and Internal Audit and Certification in respect of Tax Deduction in case of foreign remittances to FII Clients / Sub- Accounts, QFIs, NRIs and Foreign Companies, the firm holds remarkable experience in the Financial Sector industries including SEBI regulated Companies and Banking Companies. Their clientele includes companies in varied industries like Banking, Non-Banking Finance Companies, Insurance Companies, Asset Reconstruction Company, Manufacturing Companies amongst others from Small and Medium Enterprises (SMEs) to Listed Companies.

Appointment of Statutory Auditors due to casual vacancy requires the approval of shareholders. Hence, the Board recommends this resolution set out in Item No. 1 as an Ordinary Resolution for approval of the Members.

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. 1 of the Notice.

Item No.: 2:-

The Members of the Company at the 12th Annual General Meeting held on August 30, 2017 had appointed Mr. P. N. Venkatachalam, Independent Director of the Company for a term of five (5) consecutive years with effect from the conclusion of the 12th Annual General Meeting of the Company till the conclusion of the 17th Annual General Meeting to be held in the year 2022. As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. P. N. Venkatachalam has already attained the age of seventy-five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, a Special Resolution for continuation of his directorships till the conclusion of the 17th Annual General Meeting of the Company, being the date of expiry of their current term of office, is required to be passed. The Board of the Company is of the opinion that Mr. Venkatachalam has been an integral part of the Board and has provided valuable insights to the Company in past and his continuation as director will be in the interest if the Company.



Brief profile of Mr. Venkatachalam is as below:

P. N. Venkatachalam has over four decades of experience in the Banking Sector in India and abroad and has also worked in the software industry in banking and finance verticals. He joined State Bank of India in 1967 and retired in 2004 as its Managing Director. He was a member of the Interim Pension Fund Regulatory Authority of India. He holds a Master's Degree in Economics and is a Certified Associate from the Indian Institute of Bankers.

The Board recommends for approval by the Members the Resolution as set out at Item No. 2 of the Notice as Special Resolution.

Except Mr. P.N. Venkatachalam, 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. 2 of the Notice.

Item No.: 3 & 4:-

The members at the Extraordinary General Meeting held on November 12, 2018, had approved the limits for borrowing monies in excess of the paid-up share capital and free reserves of the Company up to Rs. 45,000 crores and to secure the re-payment thereof.

Keeping in view the Balance Sheet size and recent changes in the business environment, the Members are requested to consider reduction in the borrowing limits from Rs. 45,000 crores to Rs. 30,000 crores.

As per the provisions of Section 180(1)(c) of the Act, a company cannot borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, unless approval of the Members is obtained by way of a Special Resolution.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its 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. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Act.



In view of the revision in the borrowing limit as set out in Item No. 3, the Board recommends a revision in the limit up to which charge can be created on assets/properties in line with the revised borrowing limit.

Accordingly, the Board recommends the passing of the Resolution set out in Item No. 3 & 4 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except to the extent of their holding of securities, if any, are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolutions.

Item No.: 5:-

The Members of the Company had at the Annual General Meeting held on September 24, 2021 by way of a Special Resolution, 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 Non-Convertible Debentures including subordinated Debentures qualifying as Tier-II debt in terms of the RBI Regulations ("Debentures"/"NCDs"), on a private placement basis up to an amount not exceeding Rs. 20,000 Crores (Rupees Twenty Thousand Crores only) in one or more tranches and the said approval is valid till September 30, 2022.

Keeping in view the Balance Sheet size and recent changes in the business environment, the Company proposes to reduce the approved limit from Rs. 20,000 crores to Rs. 12,000 crores for issuance and allotment of secured/ unsecured/ perpetual/ Tier-II subordinated Non-Convertible Debentures (NCDs) on a Private Placement Basis, in one or more tranches, to the eligible investors from time to time, in accordance with the provisions of Sections 42 and 71 and all 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 provisions of 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 subject to the relevant provisions of the Reserve Bank of India (RBI) Directions, Rules and Regulations. 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 for a period of one year from the date of passing of this resolution.

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:

Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 12,000 Crores, in one or more tranches, had been passed by the Board at its meeting held



on October 27, 2021. 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 Non-Convertible Debentures (NCDs) shall be determined at the time of issue of respective series/ tranche 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. 12,000 Crores (Rupees Twelve Thousand Crores only) 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 or the Committee which the Board may have constituted or hereinafter constitute 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 NCDs.

Proposed Time Schedule: Within one year from the date of this EGM

Purpose or objects of offer: For the purpose of onward lending, financing, refinancing the existing indebtedness of the Company (payment of the interest and / or repayment / prepayment of principal of borrowings) / General Corporate Purposes. The Unsecured NCDs may be in the nature of Subordinated Debt and will be utilised in accordance with statutory and regulatory requirements including requirements of RBI.

Contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects: None

Principal terms of assets charged as securities: The principal amount of the Secured NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by way of exclusive and/or pari passu charge in favour of the Debenture Trustee on specific present and/or future receivables/assets of our Company as may be decided mutually by the Company and the Debenture Trustee.

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 except to the extent of their holding of securities, if any, are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

**Kashmira Mathew
Head - Governance & Compliance
Membership No: 11833
Place: Mumbai
Date: November 26, 2021
Registered Office:
Edelweiss House, Off. C.S.T. Road,
Kalina, Mumbai - 400 098
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 ____, ____ at ____ at Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, India.

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 _____, 2021



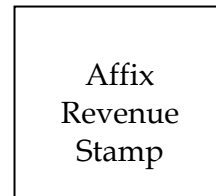
ECL FINANCE LIMITED
REGISTERED OFFICE: EDELWEISS HOUSE, OFF. C.S.T. ROAD,
KALINA, MUMBAI - 400 098

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 Extra Ordinary General Meeting of the Company to be held on **Friday, December 3, 2021 at 3:00 pm** at the registered office of the Company and at any adjournment thereof.

Signed this _____ day of _____, 2021



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 Extra Ordinary General Meeting of the Company

EGM Venue

Edelweiss House,

Off. C.S.T Road,

Kalina, Mumbai- 400 098

Prominent Landmark: University of Mumbai, Kalina.

Route map for the venue of the meeting

