

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Edelweiss Asset Reconstruction Company Limited will be held on Tuesday, November 1, 2016 at 9.30 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098 to transact the following special business:

Issue of Compulsorily Convertible Preference Shares (CCPS)

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

“RESOLVED THAT pursuant to the provisions of Sections 62, 42 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed there under including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, the Foreign Exchange Management Act, 1999, and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof) and also subject to receipt of the requisite approvals, permissions and sanctions of Reserve Bank of India and other authorities, institutions or bodies ('the appropriate authorities') as may be necessary and subject to such conditions and modification(s) as may be prescribed or imposed by them while granting such approvals, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include Operation/Credit Committee to exercise its powers, if necessary, conferred by this resolution) is empowered to accept, the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 2,00,00,000 (Two crore) 0.001% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each with an issue price ranging from Rs. 144 to Rs. 160 including premium to CDPQ Private Equity Asia Pte Ltd, having its office at 1, Raffle Quay, #21-01, Singapore(048583) on a Preferential basis in one or more tranches and on such terms and conditions and in such manner as may be approved, finalized or decided by the Board from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purpose including without limitation, to finalize, approve and sign, issue Disclosure Document/Private Placement Offer Letter, and other documents and for the purpose of the aforesaid to give such declarations, affidavits, undertakings, certificates, consents and to authorise Managing Director & Chief Executive Officer to resolve all the questions of doubt that may arise with regard to the issue, offer, allotment, utilization of proceeds and other related matters without requiring any further consent or approval of the members of the Company in connection with the issue of CCPS and to authorize such persons as may be necessary, in connection therewith and incidental thereto in his absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid issue of CCPS.

Edelweiss Asset Reconstruction Company Limited

Corporate Identity Number : U67100MH2007PLC174759

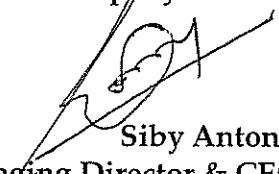
Registered Office : Edelweiss House, Off CST Road, Kalina, Mumbai 400098 ☎+91 22 4088 6090 / 6620 3149

Branch Office : UGF-1, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi 110001 www.edelweissarc.in



Edelweiss
Asset Reconstruction

For and on behalf of the Board of Directors
Edelweiss Asset Reconstruction Company Limited



Siby Antony
Managing Director & CEO

Date: October 10, 2016

Registered Office:

Edelweiss House,
Off CST Road, Kalina,
Mumbai - 400 098
CIN No.: U67100MH2007PLC174759

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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.

A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total 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.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting
3. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 and the route map to the venue of the meeting is annexed.

Annexure to the Notice dated October 10, 2016
Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013

To augment the long term resources and to meet the long-term capital requirements of the Company, it is proposed to offer, issue and allot up to 2,00,00,000 (Two Crore) 0.001% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each with an issue price ranging from Rs. 144 to Rs. 160 including premium to CDPQ Private Equity Asia Pte Ltd. having its office situated at 1, Raffle Quay, #21-01, Singapore(048583).

As the CCPS are proposed to be offered on a preferential basis, the approval of members is sought as per the applicable provisions of the Companies Act 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) including any statutory modification thereto or re-enactment thereof.

The required disclosures under the aforesaid Rules are as under:

Particulars	Remarks
Nature of Shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	0.001% Non – Cumulative, Participating, Compulsorily Convertible Preference Shares (“CCPS”)
Size of the issue, number of preference shares and nominal value of each shares, price at which the same is proposed to be issued	2,00,00,000 (Two crore) CCPSs of face value of Rs. 10/- each aggregating to Rs. 20,00,00,000 (Twenty Crores).
Price/Price band at/within which such shares are proposed to be issued	CCPS will be issued at Rs 144 to Rs 160 (Face value at Rs. 10/- and Premium Rs. 134 to Rs 150).
Basis on which price is arrived at	The price has been arrived at considering the fair value of the company, applying an appropriate valuation methodology.
Relevant date with reference to which price has been arrived	The relevant date with reference to which price has been arrived at is September 20, 2016.



Objects of the issue	To augment the capital base, to meet the long-term financial requirements of the company and for general business purposes.
Manner of issue of shares	In one or more tranches on a preferential allotment basis in accordance with the provisions of section 62(1)(c) of the Act.
Terms of the issue, including terms and rate of dividend on each share, etc.	Key terms of the issue of the CCPS:
	<p>(a) The CCPS holders will be entitled to preferential dividend of Rs. 0.0001 per CCPS per annum.</p> <p>(b) In addition, subject to applicable Law, each CCPS holder would be entitled to participate pari-passu in any dividends paid to shareholders of the Company on a pro rata, as-if-converted basis.</p> <p>(c) The CCPS holders are entitled to have the proceeds of dissolution or winding up applied to pay off their CCPS investment in the Company, prior and in preference to any other payments by the Company to the equity share holders.</p> <p>(d) If permitted under applicable law, the CCPS shall have voting rights on a fully diluted basis and can vote on very matter of the Company.</p>
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	CCPS are not redeemable but are convertible into equity shares of the company no later than the fourth anniversary from the date of issue of the CCPS. Additionally, after September 30, 2019, the Investor will have the option to convert all (but not less than all) of the CCPS at any time by a written notice to the Company.
Class or classes of person to whom the allotment is proposed to be made.	The CCPS are proposed to be allotted to CDPQ Private Equity Asia Pte. Ltd.

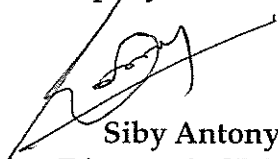
<p>Intention of promoters, directors or KMP to subscribe to the offer</p>	<p>The Promoters, Directors or Key Managerial Personnel of the Company are not offered the said CCPS.</p>
<p>Proposed time within which the allotment shall be completed</p>	<p>The allotment shall be completed within 12 months from the date of passing of the resolution subject to RBI approval.</p>
<p>The name of the proposed allottees and the percentage of the post preferential offer capital held by them</p>	<p>CDPQ Private Equity Asia Pte. Ltd. ("Investor") is the proposed allottee and will hold 100% of the preferential share capital of the Company at the time of the issue of the CCPS.</p>
<p>The change in control, if any, in the Company that would occur consequent to the preferential offer.</p>	<p>There will not be any change in control of the Company.</p>
<p>The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;</p>	<p>The Company has not made any allotment on preferential basis during the year under review.</p>
<p>Price pursuant to conversion as per rule 13(2)(h)</p>	<p>The CCPS conversion price will be a price greater than fair value as determined by a Chartered Accountant or SEBI registered merchant banker at the time of conversion and will be such that it results in the Investor holding 20% of the share capital on the fully diluted basis immediately after the allotment of CCPS. This price may be revised upward on the Company achieving certain performance-linked targets agreed with investor.</p>
<p>The number of persons to whom allotment on preferential basis have already been made during the year</p>	<p>None.</p>

Pre and Post issue shareholding structure:

Sr. No.	Category	Pre Issue			Post Issue		
		Equity Share Capital		Preference Share Capital	Equity Share Capital		Preference Share Capital
		No. of shares held	% of share holding	No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoters' holding :						
1	Indian :						
	Individual	0	-	0	-	0	-
	Bodies Corporate	146,909,148	69.78%	0	0	146,909,148	69.78%
	Sub - total (A)	146,909,148	69.78%			146,909,148	69.78%
2	Foreign Promoters	0	0	0	0	0	-
	Sub - total (B)	146,909,148	69.78%			146,909,148	69.78%
B	Non-Promoters' holding						
1	Institutional Investors	0	0	0	0	0	-
2	Non-Institution :						
	Private Corporate Bodies	0	0	0	-	0	-
	Directors and Relatives	32,000,000	15.20%	0	-	0	-
	Indian Public	21,090,852	10.02%	0	-	21,090,852	10.02%
	Others (Including NRIs)	10,526,316	5.00%	0	-	10,526,316	5.00%
	Sub - total (C)	63,617,168	30.22%	0	-	63,617,168	30.22%
	Grand Total (B+C)	210,526,316	100%			210,526,316	100%

The Board recommends passing the Special Resolution as set out in the Notice. The valuation report is available on request during the office hours for the inspection by the members at the Registered Office of the Company from Monday, October 10, 2016 to Tuesday, November 1, 2016. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, in any manner, in the aforesaid business as set out in the Notice.

For and on behalf of the Board of Directors
Edelweiss Asset Reconstruction Company Limited


Siby Antony
Managing Director & CEO

Date : October 10, 2016
Registered Office:
Edelweiss House,
Off C.S.T Road, Kalina,
Mumbai – 400 098.

Edelweiss Asset Reconstruction Company Limited
CIN: U67100MH2007PLC174759

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____
 Registered address: _____
 E-mail id: _____
 Folio No/Client Id: _____
 DP ID: _____

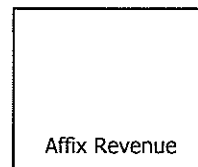
I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature, or failing him	Signature, or failing him	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, November 1, 2016 at 9.30 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kailna, Mumbai – 400 098 and at any adjournment thereof in respect of such resolution as indicated below:-

Sr. No.	Resolution	For	Against
Special Business			
1	Issue of Compulsorily Convertible Preference Shares.		

Signed this ____ day of ____, 2016.



Signature of the shareholder

(Please sign across the Stamp)

Instructions

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. This is only optional: Please put a "✓" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she thinks appropriate.
3. Please fill all the details in BLOCK LETTERS in English.

Edelweiss Asset Reconstruction Company Limited

CIN: U67100MH2007PLC174759

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

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING

DP. ID:

Folio No.:

Client ID:

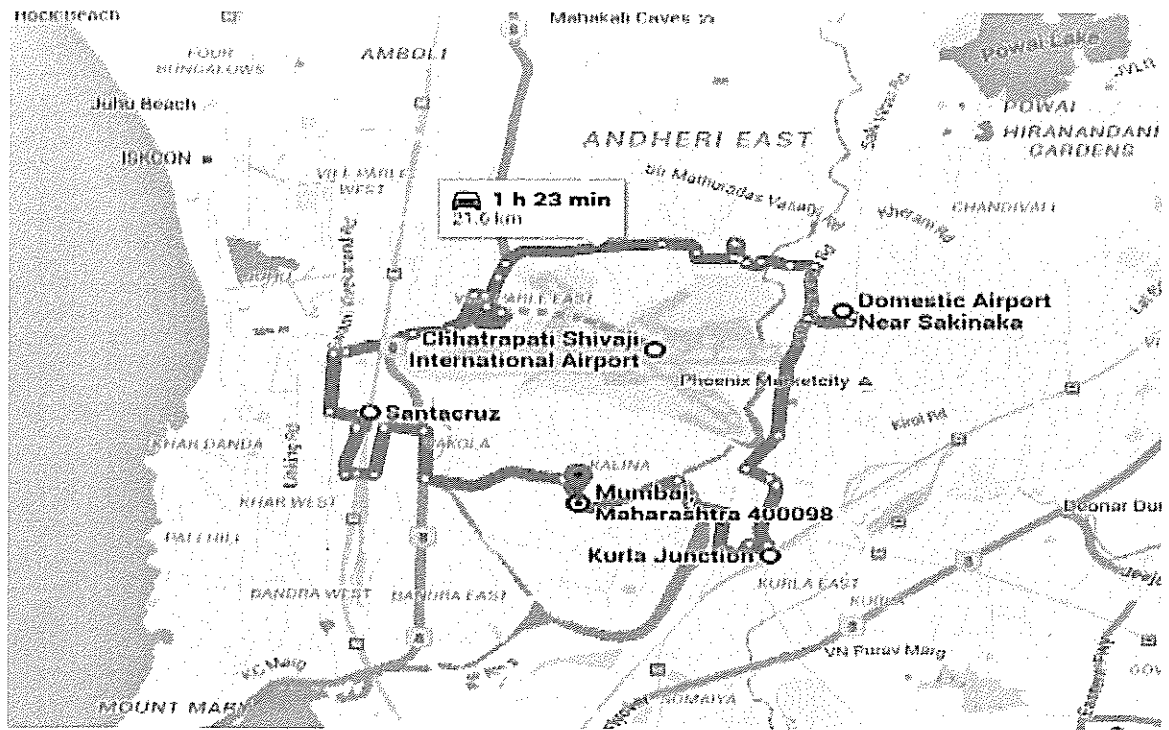
No. of Shares:

Name and address of the Shareholder:

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on Tuesday, November 1, 2016 at 9.30 a.m. at Edelweiss House, Off C.S.T Road, Kalina, Mumbai – 400 098.

Signature of the Shareholder / Proxy

Route map for the venue of the meeting



Landmark: NAFA Bus Stop, near Kalina University