

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Edelweiss Asset Reconstruction Company Limited will be held on Wednesday, January 25, 2017 at 10.30 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:

1. Alteration of Articles of Association of Company

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the agreement executed by and amongst the Company, CDPQ Private Equity Asia PTE. Ltd and Edelweiss Financial Services Limited on October 6, 2016, the draft regulations contained in the Articles of Association of the Company as submitted to this meeting, be and are hereby approved.

FURTHER RESOLVED that any Director and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

2. Increase in the borrowing powers 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 pursuant to the provisions of Section 180(1)(a), Section 180(1)(c), other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (as amended from time to time) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors (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 absolute 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 monies already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the sums so borrowed and remaining

outstanding on account of principal shall not, at any time, exceed Rs. 6,500 Crores (Rupees Six Thousand Five Hundred Crores only)."

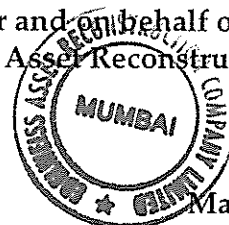
3. Authority for issuance of Non-convertible Debentures by the Company

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 42 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time) including any statutory modification(s) or re-enactment thereof and relevant provisions of the Memorandum and Articles of Association of the Company and subject to the necessary approval, consent, permission, exemption and / or sanction of the appropriate authorities, institutions or bodies and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot Non-convertible Debentures ("the Debentures") aggregating to Rs. 4,000 crores (Rupees Four Thousand crores only) on a private placement basis, in one or more tranches, to Mutual Funds, Banks, Venture Capital Funds, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, companies, private or public or other entities, authorities and to such other eligible persons, as the Board may in its absolute discretion decide including conversion of loan availed by the Company from any Banks, Financial Institutions, companies, private or public or other entities, authorities and persons in to the Debentures and such debentures may or may not be listed on any Stock Exchange;

FURTHER RESOLVED that for the purpose of creating, offering, issuing and allotting the Debentures, 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 or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, 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 Asset Reconstruction Company Limited




Siby Antony
Managing Director & CEO

Date: January 3, 2017

Registered Office:

Edelweiss House,

Off C.S.T Road, Kalina,

Mumbai - 400 098.

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. 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 holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. 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 January 03, 2017
Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013

Item No. 1:

Pursuant to the agreement dated October 6, 2016 executed by and amongst the Company, CDPQ Private Equity Asia PTE, Ltd ("Investor") and the Edelweiss Financial Services Limited, the Company is required to alter its Articles of Association to align with the provisions of the agreement. The salient terms and conditions of the agreement are proposed to be incorporated in the Articles of Association of the Company and suitably alter the same as per the provisions of the Companies Act, 2013.

Section 14 of the Companies Act, 2013 requires consent of the Members of the Company to be obtained by Special Resolution for altering Articles of Association.

Accordingly, the approval of the Members is being sought in the manner set out in the Notice.

The Board of Directors recommends the Special Resolution set out at Item No.1 of this Notice for approval of the Members of the Company.

The existing and amended set of Articles of Association of the Company, as proposed under the Special Resolution, shall be available for inspection at the Registered Office of the Company during the business hours from 11.00 a.m. to 1.00 p.m. and at the Extra Ordinary General Meeting of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, in any manner, in the aforesaid business, as set out at Item No. 1 of the Notice.

Item No. 2:-

In order to meet the fund requirements of the Company, it would be necessary to raise fund from various sources including Banks, Financial Institutions, other Body Corporates, etc.

Section 180 of the Companies Act, 2013, requires consent of the Members of the Company to be obtained by a Special Resolution, for borrowing moneys in excess of its paid-up share capital and free reserves.

Accordingly, the approval of the Members is being sought by a Special Resolution as set out in the notice of the Extra-Ordinary General Meeting for borrowing monies upto Rs. 6,500 Crores (Rupees Six Thousand Five Hundred Crores only).

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

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, financially or otherwise, concerned or interested, in the resolution set out at Item No. 2 of the Notice.

Item No. 3

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, a company offering or making an invitation to subscribe to Non-convertible Debentures ("the Debentures") on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution.

To meet its financial requirements, the Company may raise funds by issue of Debentures on a private placement basis.

Accordingly, approval of the Members is being sought for issue of the Debentures on a private placement basis for an amount not exceeding Rs. 4,000 crores. The Debentures may be issued at par or at a premium and, may be listed on the stock exchanges and, on such other terms and conditions as the Board of Directors may deem fit.

The Special Resolution set out in the Notice shall remain valid / in force for a period of 1 year from the date of passing the Resolution.

The Board recommends the passing of the Special Resolution as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in any manner, as set out at Item No. 3 of the Notice.

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: _____

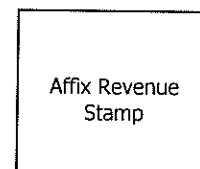
I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature failing him	Signature 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 onat 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	Alteration of Articles of Association of Company		
2	Increase in the borrowing powers of the Company		
3	Authority for issuance of Non-convertible Debentures by the Company		

Signed this _____ day of _____, 201_.



Signature of the shareholder

(Please sign across the Stamp)

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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.

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING

DP. ID:

Folio No.:

Client ID:

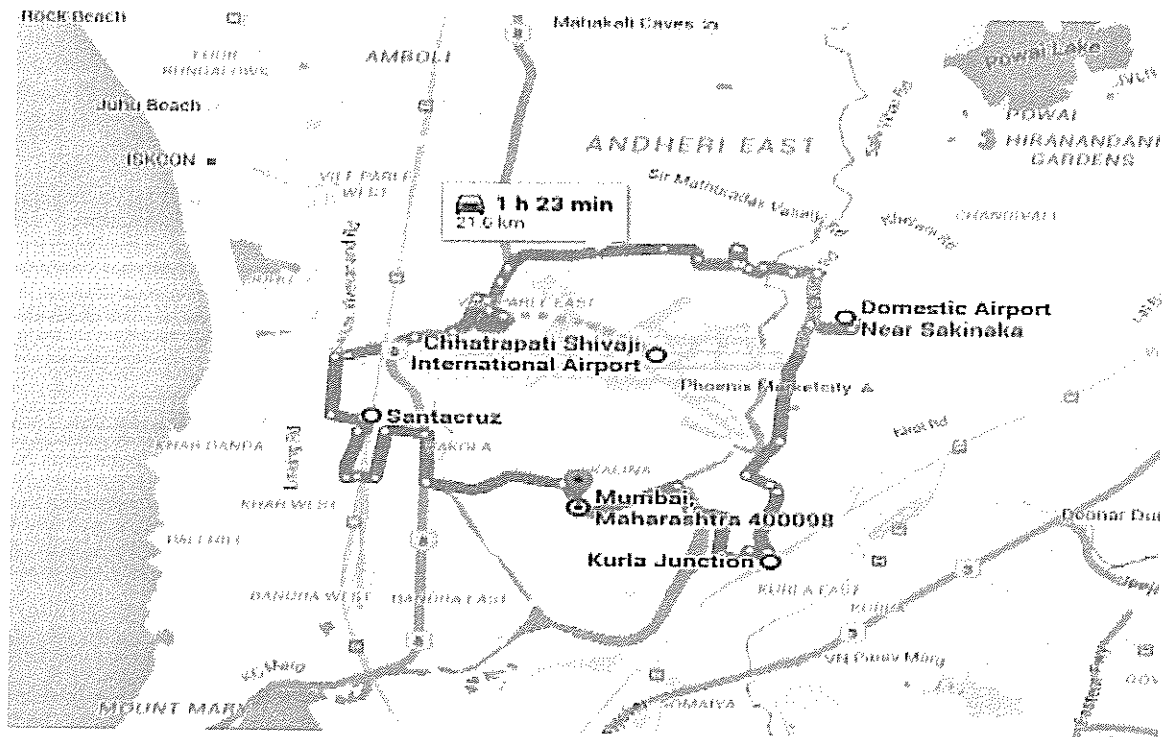
No. of Shares:

Name and address of the Shareholder:

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on Wednesday, January 25, 2017 at 10.30 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

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