

**NOTICE IS HEREBY GIVEN THAT THE 9<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED WILL BE HELD ON FRIDAY, AUGUST 26, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF C.S.T. ROAD, KAILNA, MUMBAI - 400 098 TO TRANSACT THE FOLLOWING BUSINESS:-**

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#### **ORDINARY BUSINESS**

1. To consider and adopt the audited Financial Statement for the financial year ended March 31, 2016 together with the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Rashesh Shah (DIN: 00008322) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, as Auditors of the Company

**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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants (Firm’s Registration No. 105146W), as the Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 10<sup>th</sup> AGM of the Company to be held in the year 2017 at a remuneration not exceeding Rs. 7,50,000 plus applicable taxes and out of pocket expenses.”

#### **SPECIAL BUSINESS**

4. **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

**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](http://www.edelweissarc.in)

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. 1,000 crores (Rupees One 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."

**5. Re-appointment of Mr. Siby Antony as the Managing Director & Chief Executive Officer**

**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, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) (the "Act"), the Regulations, Guidelines and Circulars issued in this regard from time to time and subject to necessary approvals, if any, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Siby Antony (DIN:00075909) as the Managing Director and Chief Executive Officer of the Company till he attains the age of 70 years on the terms and conditions stated below:

- (a) Salary Limit: Not to exceed Rs. 2,00,00,000 per annum;
- (b) Performance Bonus: In addition to salary, performance based bonus, up to Rs. 4,00,00,000 may also be paid;
- (c) Perquisites: In addition to the salary and the performance bonus, Mr. Siby Antony shall also be entitled to the perquisites. The expenditure incurred by the Company on perquisites and contribution to Provident Fund, Super annuation, Annuity Fund etc., shall be restricted to the Salary Limit as in (a) above;

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**FURTHER RESOLVED** that the consent of the Company be and is hereby accorded to the Board (hereinafter referred to as the 'Board' which expression shall also include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the re-appointment of Mr. Siby Antony from time to time as may be required;

**FURTHER RESOLVED** that where in any financial year during the tenure of Mr. Siby Antony as the Managing Director & CEO, the Company has no profits or the profits are inadequate, the Board be and is hereby authorised to determine the minimum remuneration to be paid to Mr. Siby Antony, subject to requisite approvals, if any;

**FURTHER RESOLVED** that the Board be and is hereby authorised to do all acts, deeds, matters and things as may, in its absolute discretion deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further 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: May 09, 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 ANNUAL 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.

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Annexure to the Notice dated May 09, 2016

Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013

**Item No. 3:-**

The members at the 7<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 26, 2014, had appointed M/s. Khimji Kunverji & Co., Chartered Accountants, (Firm's Registration No. 105146W), as the Auditors of the Company for a period of 5 years to hold office from the conclusion of 7<sup>th</sup> AGM till the conclusion of the 12<sup>th</sup> AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM).

In view of the above, M/s. Khimji Kunverji & Co., Chartered Accountants, being eligible for appointment and based on the recommendation of the Audit Committee, the Board at its meeting held on May 9, 2016 has proposed ratification by members for appointment of M/s. Khimji Kunverji & Co., Chartered Accountants as the auditors of the Company till the conclusion of the next Annual General Meeting.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in any manner in Item No. 3 of the Notice.

**Item No. 4:-**

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. 1,000 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. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in Item No. 4 of the Notice.

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**Item No. 5:-**

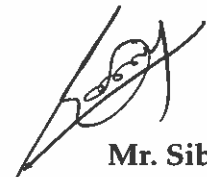
Mr. Siby Antony was re-appointed as the Managing Director & Chief Executive Officer of the Company on the terms and conditions as set out in Item No. 5. The Board is of the view that the knowledge and experience of Mr. Siby Antony will be of immense benefit to the Company.

The Board recommends the passing of the Special Resolution as set out at Item No. 5 of the Notice.

Save and except Mr. Siby Antony, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 5 of the Notice.

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



  
Mr. Siby Antony  
Managing Director & CEO

**Date: May 09, 2016**

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Mumbai 400 098

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**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<br>....., or failing<br>him | Signature<br>....., or failing<br>him | Signature<br>..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9<sup>th</sup> Annual General Meeting of the Company to be held on Friday, August 26, 2016 at 10.00 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 |
|--------------------------|--|-----|---------|
| <b>Ordinary Business</b> |  |     |         |
| 1                        | To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon. |     |         |
| 2                        | To appoint a Director in place of Mr. Rashesh Shah (DIN: 00008322) who retires by rotation and, being eligible, offers himself for re-appointment.   |     |         |
| 3                        | To ratify the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, as Auditors of the Company.  |     |         |
| <b>Special Business</b>  |  |     |         |
| 4                        | Authority for issue of Non-convertible Debentures by the Company   |     |         |
| 5                        | Re-appointment of Mr. Siby Antony as the Managing Director & Chief Executive Officer of the Company  |     |         |

Signed this \_\_\_\_\_ day of August, 2016.

Affix Revenue  
Stamp

**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:

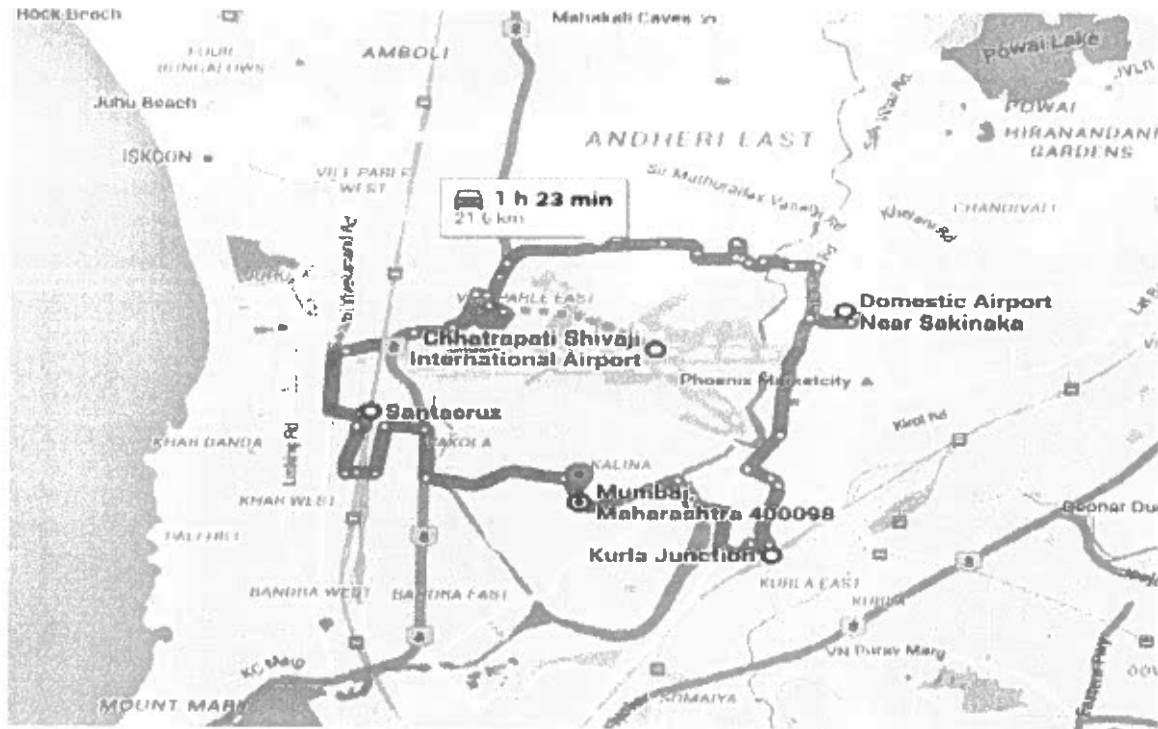
Name and address of the Shareholder:

I hereby record my presence at the **9<sup>th</sup> Annual General Meeting** of the Company held on \_\_\_\_\_ at 10.00 a.m. at the Registered Office of the Company 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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