

NWIL/SEC/2023/87

January 23, 2023

To:

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Dear Sir/Madam,

Sub: Disclosure under Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 50(2) of the Listing Regulations, please find enclosed notice of the Extraordinary General Meeting of Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited) to be held on Wednesday, January 25, 2022 at 11:00 a.m. at the Corporate Office of the Company.

Kindly take the same on record.

Thanking you,

Yours sincerely,

**For Nuvama Wealth and Investment Limited
(formerly known as Edelweiss Broking Limited)**

**Rahul Jain
Managing Director and Chief Executive Officer**

Encl: as above

NOTICE is hereby given that an Extraordinary General Meeting (No. 2/2022-23) of the Members of Nuvama Wealth And Investment Limited (formerly known as Edelweiss Broking Limited) will be held on Wednesday, January 25, 2023 at 11:00 am at the Corporate Office of the Company at Edelweiss House, off CST Road, Kalina, Mumbai - 400 098 to transact the following Special Business:-

1. Approval of limits for issuance of Non-convertible Debentures on private placement basis for the financial year 2023-2024

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 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 SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and other applicable SEBI Rules and Regulations, as amended from time to time and, and further subject to the provisions of any other applicable statutes, regulations, if any, the provisions of the Memorandum and Articles of Association of the Company and the approval, consent, permission, exemption 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, 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 secured, unsecured, listed and/or unlisted Non-convertible Debentures (“the Debentures/NCDs”), aggregating to Rs. 2,250 crores, for a period of one (1) year commencing from the date of approval of this Resolution, 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/NCDs shall not exceed the overall borrowing limits of the Company.

FURTHER RESOLVED 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.”

2. Appointment of Ms. Ananya Suneja as a Non-executive Director

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 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the Rules framed thereunder as amended from time to time, Ms. Ananya Suneja (DIN: 07297081), who was appointed by the Board of Directors of the Company as an Additional Director be and is hereby appointed as a Non-executive Director of the Company, not liable to retire by rotation.”

3. Payment of special bonus to Mr. Rahul Jain, Managing Director and CEO

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force , including any Guidelines and Circulars issued in this regard from time to time and pursuant to the recommendations of the Board of Directors of the Company, approval of the Members be and is hereby accorded for payment of special bonus to Mr. Rahul Jain, Managing Director and Chief Executive Officer, as per the amount mentioned in the password protected excel sheet circulated to the Members.

FURTHER RESOLVED that 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 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 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
Nuvama Wealth and Investment Limited
(Formerly Edelweiss Broking Limited)**



**Rahul Jain
Managing Director and Chief Executive Officer**

January 23, 2023.

Registered Office:

2nd Floor, Office No. 201-203, Zodiac Plaza,
Xavier College Road, Off C G Road, Ahmedabad - 380009.

CIN No.: U65100GJ2008PLC077462

Email: Secretarial@nuvama.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST 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(1) of the Companies Act, 2013 is annexed.
3. Pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, information in respect of the Director seeking appointment at the General Meeting is given in the Annexure to the Notice.
4. The facility for voting through Poll is being made available at the Meeting.
5. A Route Map along with Prominent Landmark for easy location to reach the venue of Extraordinary General Meeting is annexed with the notice of Extraordinary General Meeting.
6. The Meeting is convened at a shorter notice after obtaining the necessary consent of members as required under the Companies Act, 2013.

Annexure to the Notice dated January 23, 2023

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

Item No. 1:-

The members at the Extraordinary General Meeting held on January 28, 2022, had 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 (“Debentures/NCDs”) on a private placement basis upto Rs. 2,250 crores, in one or more tranches.

In accordance with the provisions of Section 42 of the Companies Act, 2013 as amended from time to time (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules), the Special Resolution passed under section 42 of the Act and the Rules will remain in force for a period of 1 year from the date of passing the Resolution.

Accordingly, it is proposed to seek the prior approval of the Members by way of a Special Resolution as proposed in the Notice for issuing NCDs on a private placement basis upto Rs. 2,250 crores, in one or more tranches.

The NCDs may be issued at par or at a premium and, may be listed on the Stock Exchange(s) and, on such other terms and conditions as the Board may determine.

The disclosures as required under Section 42 of the Act and 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 upto Rs. 2,250 crores, in one or more tranches, was approved by the Board at its meeting held on January 20, 2023. The Board shall determine terms and conditions of the offer at the time of issuance of respective series/ tranche of the NCDs.

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

Issue price of the NCDs shall be determined at the time of issue of respective series of NCDs and which may be issued at par or premium 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 upto Rs. 2,250 crores, 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 shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

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

In this connection, the Directors recommend the Resolution set out in Item No. 1 for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel and their relatives, are concerned or interested in this item of business.

Item No. 2:-

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Ananya Suneja as a Non-executive Director with effect from November 25, 2022. In terms of the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time. Ms. Suneja holds the office till the conclusion of this General Meeting.

The brief profile of Ms. Suneja is as under:-

Ms. Suneja has more than 22 years of a rich and varied experience in the Banking and Financial Services. She has been with Edelweiss group for 2 years now and she currently heads Corporate Planning & Strategy, as well as leading the Finance Transformation agenda for the Group.

Prior to this, Ms. Suneja was with Deutsche Bank (DB) India in the role of Financial Controller for the group and the APAC regional head for cost management in an earlier

stint within the DB Group. She has also held Senior Finance and related roles at General Electric (GE) and JP Morgan Chase India over the course of her career.

Ms. Suneja had completed her MBA (Finance) from SIBM, Pune and holds a BE (Electrical) degree. Ms. Suneja does not hold any shares in the Company.

In this connection, the Directors recommend the Resolution set out in Item No. 2 for the approval of the Members of the Company by way of an Ordinary Resolution.

Except Ms. Suneja, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 2 of the Notice.

Item No. 3:-

The Board at its Meeting held on January 20, 2023, had approved the Payment of special bonus to Mr. Rahul Jain, Managing Director and CEO.

The Members are requested to note that at the time of the acquisition deal of PAGAC, Mr. Rahul Jain, Managing Director & Chief Executive Officer was given special assignments related to the demerger and transition deal. As was mutually agreed by both the shareholders PAGAC and Edelweiss Financial Services Limited; represented by Mr. Nikhil Srivastava and Mr. Venkat Ramaswamy respectively, it was proposed to pay a special bonus to Mr. Jain, in recognition of his successful execution of the assignments as per the amount mentioned in the password protected excel sheet circulated to the Members.

Pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force (the Rules), including any Guidelines and Circulars issued in this regard from time to time, the approval of the members is required for payment of special bonus to Mr. Rahul Jain, Managing Director and CEO of the Company in manner specified in the Special Resolution set out in Item no. 3 of the Notice.

Further/additional information as required under Schedule V to the Act and the Rules framed thereunder as amended from time to time are stated hereunder:

I. General Information

(a) Nature of Industry

The Company is a SEBI Registered Stock Broker and a member of the Stock Exchanges, a Depository Participant of the Depositories, Research Analyst and is engaged in the business of providing Securities Broking/Trading, Depository Participant and other related services.

(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 million)
Total Revenue	7,301.48
Total Expenses	5,866.44
Profit Before Tax	1,435.04
Profit After Tax	946.49

(e) Foreign Investments or collaborators, if any:

Not Applicable

II. Information about the appointee:

(a) Background details:

Rahul Jain has been instrumental in evolving a Retail Broking business into a complete Wealth Management business. He explored products like Mutual Fund, Insurance, Real Estate, Currency, ESOP funding, structured products, Bonds etc. and has enabled the business to offer multi-asset value proposition to customers.

Prior to working for Edelweiss, he was the head of the Retail broking division of ABN AMRO – India, and ICICI Bank looking after Products.

(b) Past remuneration:

Mr. Rahul Jain has been drawing remuneration commensurate to his engagement in the previous assignments.

(c) **Recognition or awards:**

None

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

Mr. Jain is responsible for the day-to-day operations of the Company.

(e) **Remuneration proposed:**

Please refer the Resolution set out in Item No. 3 of 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.)**

There is no comparable data available as regards to the appointee.

(g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Mr. Rahul Jain is a professional and except the remuneration, he has no other pecuniary relationship directly or indirectly with the Company, holding company and managerial personnel.

Mr. Jain does not have any interest in the capital of the Company or its Holding Company or, directly or indirectly.

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.

Mr. Jain is not related to any of the Directors and Key Managerial Personnel of the Company. Except Mr. Jain none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this item of business.

**For and on behalf of the Board of Directors
Nuvama Wealth and Investment Limited
(formerly Edelweiss Broking Limited)**



**Rahul Jain
Managing Director and Chief Executive Officer**

January 23, 2023

Registered Office:

2nd Floor, Office No. 201-203, Zodiac Plaza,
Xavier College Road, Off C G Road, Ahmedabad - 380009

CIN No.: U65100GJ2008PLC077462

Email: Secretarial@nuvama.com

Details of Director seeking appointment at the Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2)

Name of the Director	Ananya Suneja
Date of Birth	June 13, 1973
Age	47
Date of Appointment	November 25, 2022
No. of Board Meetings attended during the financial year ended March 31, 2023	Nil
Qualification & Experience	<p>Ms. Ananya Suneja has over 22 years of work experience, mainly in Banking and Financial Services. She has been with Edelweiss group for 2 years now and she currently heads Corporate Planning & Strategy, as well as leading the Finance Transformation agenda for the Group.</p> <p>Prior to this, Ms. Suneja was with Deutsche Bank (DB) India in the role of Financial Controller for the group and the APAC regional head for cost management in an earlier stint within the DB Group. She has also held Senior Finance and related roles at General Electric (GE) and JP Morgan Chase India over the course of her career.</p> <p>Ms. Ananya Suneja had completed her MBA (Finance) from SIBM, Pune and holds a BE (Electrical) degree. Ms. Suneja does not hold any shares in the Company.</p>
Directorships held in other companies	<ul style="list-style-type: none"> • Mandala Organics Private Limited • Edelweiss Rural & Corporate Services Limited • Nuvama Clearing Services Limited (formerly known as Edelweiss Custodial Services Limited) • Edelweiss Securities and Investments Private Limited • Nuvama Capital Services (IFSC) Limited (formerly known as Edelweiss Securities (IFSC) Limited) • Edelweiss Global Wealth Management Limited • Nuvama Asset Management Limited (formerly known as ESL Securities Limited) • Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited) • ECap Securities and Investments Limited • Gallagher Insurance Brokers Private limited

Memberships / Chairmanships of committees of other Boards	Edelweiss Rural & Corporate Services Limited Stakeholders Relationship Committee - Member
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None
Terms & Conditions of Appointment/ Re-appointment	As mentioned in Notice
Details of Remuneration sought to be paid	N.A.
Remuneration last drawn by the Director	N.A.

PROXY FORM

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

**Nuvama Wealth and Investment Limited
(Formerly Edelweiss Broking Limited)**
2nd Floor, Office No. 201-203, Zodiac Plaza,
Xavier College Road, Off C G Road, Ahmedabad 380009
Email: Secretarial@nuvama.com

Name of the Member (s):
Registered Address:
Email 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 Extraordinary General Meeting of the Company, to be held on Wednesday, January 25, 2023 at 11.00 am at the Corporate Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098, and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolution	For	Against
Special Business			
1.	Approval of limits for Issuance of Non-convertible Debentures on private placement basis for the financial year 2023-2024.		
2.	Appointment of Ms. Ananya Suneja as Non-executive Director.		
3.	Payment of special bonus to Mr. Rahul Jain, Managing Director and CEO.		

Signed this..... day of..... 2023.

Affix Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note: 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.

Route Map:

Nuvama Wealth and Investment Limited (formerly Edelweiss Broking Limited)

Extraordinary General Meeting dated January 25, 2023

Landmark: University of Mumbai, Kalina

