

EEL/Sec/2023-24/50

February 14, 2024

BSELimited

P J towers, Dalal Street,
Fort,
Mumbai- 400 001.

Dear Sir/Madam,

Re: Notice of Extraordinary General Meeting

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice convening the Extraordinary General Meeting of the Company scheduled to be held on Friday, February 16, 2024 at 3.00 p.m. at the Registered Office of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For ECap Equities Limited

Swadesh Agrawal
Company Secretary

Encl.: as above

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO. 2/2023-24) OF THE MEMBERS OF ECAP EQUITIES LIMITED WILL BE HELD ON FRIDAY, FEBRUARY 16, 2024 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER 3, WING B, KOHINOOR CITY MALL, KOHINOOR CITY, KIROL ROAD, KURLA WEST, MUMBAI - 400070 TO TRANSACT THE FOLLOWING BUSINESS:

- 1. 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 other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act) and the Rules framed thereunder and pursuant to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and all other applicable SEBI Rules and Regulations and subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to 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, perpetual, listed and/or unlisted Non-convertible Debentures (“NCDs/the Debentures”) upto an amount not exceeding Rs. 2,500 crores, for a period of 1 year from the date of passing the 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 shall not exceed the overall borrowing limits of the Company, as may be approved by the members from time to time.

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, 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.”

2. 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, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the approval of the Members be and is hereby accorded for appointment of Mr. Piyush Chamria (DIN: 08814424), a Key Managerial Personnel of Edelcap Securities Limited (Edelcap), the Subsidiary Company of the Company, as an Executive Director of the Company for a period of 3 years from December 8, 2023 and that Mr. Chamria would draw remuneration from Edelcap.

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 Members of the Company to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution, and 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 including to vary the terms of appointment, 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
ECap Equities Limited



Swadesh Agrawal

Swadesh Agrawal
Company Secretary
Membership No. A21551

Place: Mumbai

Date: February 13, 2024

Registered Office: -

Tower 3, Wing B, Kohinoor City Mall,

Kohinoor City, Kiroh Road,

Kurla West,

Mumbai - 400070

CIN: U74900MH2008PLC287466

NOTES:

1. The Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. 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.

Annexure to the Notice dated February 13, 2024

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

Item No. 1: -

The Members of the Company at the Extraordinary General Meeting held on February 20, 2023, by way of a Special Resolution had authorised the Board of Directors of the Company to issue NCDs on a private placement basis upto an amount not exceeding Rs. 2,500 crores, in one or more tranches.

To meet the financial requirements of the Company and for general corporate purposes, it is proposed to seek the approval of the Members of the Company by way of a Special Resolution for issue of Non-convertible Debentures ("NCDs/the Debentures") on a private placement basis, for an amount not exceeding Rs. 2,500 crores. The NCDs may be issued at par or at a premium and, may or may not be listed on the Stock Exchange(s) on such other terms and conditions as 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) may determine.

The disclosures as required under the Act are as under:

- a) **Particulars of the offer including date of passing of the Board Resolution:** Resolution for issue of NCDs on a private placement basis for a value not exceeding Rs. 2,500 crores, in one or more tranches, had been passed by the Board at its meeting held on February 9, 2024. 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 the NCDs shall be determined at the time of issue of the respective series of the 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 NCDs 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. 2,500 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:**

At the time of issuance of respective series/ tranche of NCDs the Board shall determine the terms and conditions of the offer / issue in the Placement Offer Cum Application Letter.

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 as set out in Item No. 1 of the Notice shall remain in force for a period of 1 year.

The Board recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice.

None of the Directors and the Key Managerial Personnel and their relatives are concerned or interested in any manner in this item of business, except to the extent the NCDs may be subscribed by them and the entities in which they may be interested.

Item No. 2: -

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors (the Board) of the Company at its Meeting held on December 8, 2023, had subject to the approval of the Members, appointed Mr. Piyush Chamria as an Executive Director w.e.f. December 8, 2023. Mr. Chamria is currently the Executive Director of Edelcap Securities Limited (Edelcap), the Subsidiary Company of the Company. Mr. Chamria shall continue to draw remuneration from Edelcap.

Mr. Chamria is a Charter Holder of CFA Institute, Charlottesville, USA and of PRMIA, USA and also holds Post- Graduate Diploma in Finance from XLRI Jamshedpur and a bachelor's degree in chemical engineering (Hons.) from Jadavpur University. Mr. Chamria has close to two decades of multifaceted domain expertise in the financial sector spanning across capital markets.

The Board recommends Resolution at Item No. 2 as a Special Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be interested or concerned in the said Resolution except Mr. Piyush Chamria.

For and on behalf of the Board of Directors
ECap Equities Limited




Swadesh Agrawal
Company Secretary
Membership No. A21551

Place: Mumbai

Date: February 13, 2024

Registered Office: -

Tower 3, Wing B, Kohinoor City Mall,

Kohinoor City, Kiroi Road,

Kurla West,

Mumbai - 400070

CIN: U74900MH2008PLC287466

ECap Equities Limited

Corporate Identity Number: U74900MH2008PLC287466

Registered Office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kiroi Road, Kurla West, Mumbai - 400070

Corporate Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098, Tel No.: +91 22 40795199

Email: cs@edelweissfin.com, Website: www.ecap.edelweissfin.com

Details of Directors seeking appointment/re-appointment at the Extraordinary General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2):

Particulars	Mr. Piyush Chamria
Age	41
Date of first Appointment	December 8, 2023
Experience in functional Area	Two decades of multifaceted domain expertise in the financial sector spanning across capital markets.
Qualifications	Charter Holder of CFA Institute, Charlottesville, USA and of PRMIA, USA, Post-Graduate Diploma in Finance from XLRI Jamshedpur Bachelors degree in Chemical Engineering (Hons.) from Jadavpur University
Terms and Conditions of Appointment/ Reappointment	Appointed as an Executive Director for a period of 3 years w.e.f. December 8, 2023
Remuneration to be paid	Mr. Chamria will draw remuneration from Edelcap Securities Limited, a Subsidiary of the Company.
Remuneration last drawn	NIL
No. of Board Meetings attended during the year	1 of 1
Directorship in other Companies (Public Limited Companies)	Edelcap Securities Limited
Membership/ Chairmanship of Committees of other public limited companies (Audit Committee and Shareholders Relationship/ Investors Grievance Committee only)	Nil
Name of listed entity from which the person has resigned in the past three years	None
Relationship with other Directors inter-se and with Key Managerial Personnel of the Company	None
No. of shares held in the Company	NIL

ECap Equities Limited
Corporate Identity No. (CIN) - U74900MH2008PLC287466
Registered office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City,
Kirool Road, Kurla West, Mumbai 400070

ATTENDANCE SLIP
Extraordinary General Meeting
Friday, February 16, 2024 at 3.00 P.M. at the Registered Office of the Company at
Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirool Road,
Kurla West, Mumbai 400070

Folio No. /Client ID
No./DP Id No.

No. of shares

I/we certify that I/we am/are a Registered Member/Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 of the Company.

I/we hereby record my/our presence at the Extraordinary General Meeting of the Company on Friday, February 16, 2024 at 3.00 P.M. at the Registered Office of the Company at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirool Road, Kurla West, Mumbai 400070 and at any adjournment thereof.

*Member's/ Authorised
Representative's/ Proxy's full name in block letters

Member's/ Authorised Representative/
Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

* Please strike off whichever is not applicable.

PROXY FORM

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

ECap Equities Limited

Corporate Identity No. (CIN) - U74900MH2008PLC287466

Registered office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla West, Mumbai 400070

Email: cs@edelweissfin.com

Folio No./ Depository A/c No. _____

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	Signature	Signature
..... or failing him or failing him

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 Friday, February 16, 2024 at 3.00 P.M. the Registered Office of the Company at Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla West, Mumbai 400070 and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Special Resolutions	For	Against
1.	Issue of Non-convertible Debentures on Private Placement Basis		
2.	Appointment of Mr. Piyush Chamria as an Executive Director		

Signed this..... day of..... 2024.

Revenue Stamp

Affix

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 of the venue of the Extraordinary General Meeting (EGM) to be held on Friday, February 16, 2024 of ECap Equities Limited.

EGM Venue: -

Tower 3, Wing 'B', Kohinoor City, Kirol Road, Kurla (West), Mumbai - 400070

Prominent Landmark: -

Near Kohinoor Hospital, Kohinoor City, Kirol Road, Kurla (West), Mumbai - 400070



ECap Equities Limited

Corporate Identity Number: U74900MH2008PLC287466

Registered Office: Tower 3, Wing B, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla West, Mumbai - 400070

Corporate Office: Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai - 400 098. Tel No.: +91 22 40795199

Email: cs@edelweissfin.com Website: www.ecap.edelweissfin.com