

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Nido Home Finance Limited (Formerly known as Edelweiss Housing Finance Limited) will be held on Wednesday, June 26, 2024 at 11.00 a.m. at the Registered Office of the Company at Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirool Road, Kurla (West), Mumbai - 400070 to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Rajat Avasthi (DIN: 07969623), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditor**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines on Appointment of Statutory Auditors to HFCs (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. MGB & Co LLP, Chartered Accountants (Firm Registration No.: 101169W/W-100035), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 16th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company to be held in the calendar year 2027 and the Board of Directors be and are hereby authorized to fix the remuneration from time to time as may be recommended by the Audit Committee in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

5. Borrowing limits of the Company

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



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“RESOLVED THAT in supersession of the resolution passed by the members in this regard, the consent of the Members be and is hereby accorded, pursuant to Sections 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder to 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) 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 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 sums already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes and Securities Premium Account of the Company, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs. 7,000 crores (Rupees Seven Thousand Crores Only).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

6. Mortgage/ creation of charge on the assets of the Company as security towards borrowings

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members in this regard the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge / provide security/ hypothecation as may be necessary on the on the assets of the Company, both present and future, as the Board in its absolute discretion thinks fit, and on such terms and conditions and in such form and manner as may be agreed to between the Company and the lenders/ institutions and trustees for holders of debentures, bonds and/or any other instruments so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned lenders / institutions, under the respective arrangements entered into / to be entered by the Company and/or Board such that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs. 7,000 crores (Rupees Seven Thousand Crores Only).



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RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

7. Issue of Non-Convertible Debentures on private placement basis

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

“**RESOLVED THAT** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (the Rules), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI Rules and Regulations, as amended from time to time and pursuant to the provisions of RBI/2020-21/73 DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 as amended from time to time and further subject to the provisions of any other applicable statutes, Regulations, if any, including any statutory modification(s) or re-enactment thereof, and the provisions of the Memorandum & Articles of Association of the Company and subject to the approvals, consents, permissions, exemptions 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, approval of the Members be and is hereby accorded to 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) to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures (“the Debentures”), aggregating to Rs. 1,000 crores (Rupees One Thousand Crores only), during a period of one year from October 1, 2024 to September 30, 2025, 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 amended, from time to time.

RESOLVED FURTHER 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



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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.

8. Re-appointment of Mr. Gautam Chatterjee (DIN: 02464197) as Independent Director of the Company for the second term

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Gautam Chatterjee (DIN: 02464197), Independent Director of the Company who held office of the Independent Director up to the conclusion of this 16th Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term for a period of five (5) years from the date of this 16th Annual General Meeting till the date of 21st Annual General Meeting to be held in 2029.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

9. Re-appointment of Mr. Sunil Phatarphekar (DIN: 00005164) as Independent Director of the Company for the second term

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Sunil Phatarphekar (DIN: 00005164), Independent Director of the Company who held office of the Independent Director up to the conclusion of this 16th Annual General Meeting of the Company and who is eligible for being re-



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appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term for a period of five (5) years from the date of this 16th Annual General Meeting till the date of 21st Annual General Meeting to be held in 2029.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

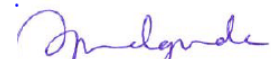
10. Payment of Commission to Independent Directors of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149(9), 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modifications(s) or re-enactment thereof for the time being in force, the approval of the members be and is hereby accorded for payment of Commission to Non-executive Independent Directors of the Company to be paid in such amounts or proportions and in such manner as may be decided from time to time by the Board of Directors for each financial year commencing from Financial Year 2023-2024, provided that the aggregate commission paid to all Non-executive Independent Directors of the Company shall not exceed one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act and/or in case of inadequacy of profits the limits specified in Schedule V of the Companies Act, 2013, in respect of each Financial Year."

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

For and on behalf of the Board of Directors
Nido Home Finance Limited
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Archana Nadgouda
Company Secretary

Membership No: ACS 17140

Place: Mumbai
Date: June 24, 2024



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY SHALL NOT VOTE EXCEPT ON A POLL. A PERSON CAN ACT AS PROXY FOR AND ON BEHALF OF A MAXIMUM OF FIFTY (50) MEMBERS NOT HOLDING, IN AGGREGATE, MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID-UP 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. A PROXY FORM FOR THE GENERAL MEETING ('GM') IS ENCLOSED HEREWITH. 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.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the notice.
3. Mr. Rajat Avasthi is interested in Item no 3 as Director of the Company.
4. Dividend as recommended by the Board of Directors, if approved at the AGM, subject to applicable taxes, will be paid to members whose names appear as Beneficial Owners/ Members, in the Register of Members of the Company as on Friday, June 21, 2024.
5. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
6. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxy form as prescribed under the Companies Act, 2013 is enclosed.
7. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m., up to the date of this Meeting. The aforesaid documents will also be available for inspection at the General Meeting.
8. The route map showing directions to reach the venue of the General meeting is annexed.



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

Item No. 4

Pursuant to Reserve Bank of India notification RBI/2021-22/25, Ref.No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 the Members of the Company at the Extra Ordinary General Meeting held on November 03, 2021 had appointed M/s. NGS & Co. LLP (FRN: 119850W/W100013) as the Statutory Auditors of the Company for a period of 3 years till the conclusion of 16th Annual General Meeting (AGM) to be held in calendar year 2024. Accordingly, the term of M/s. NGS & Co. LLP as Statutory Auditors would expire on the conclusion of the 16th AGM.

The Audit Committee having considered various parameters have recommended the appointment of M/s. MGB & Co. LLP, Chartered Accountants (FRN: 101169W/W-100035), as the Statutory Auditors of the Company. The Board of Directors of the Company based on the recommendations of the Audit Committee, have recommended the appointment of M/s. MGB & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, to hold office for the period of three consecutive years from the conclusion of 16th AGM till the conclusion of the 19th AGM of the Company to be held in the calendar year 2027.

Pursuant to Section 139 of the Act and the Rules framed thereunder, the Company has received the written consent from M/s. MGB & Co. LLP, Chartered Accountants and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines.

Brief profile of M/s. MGB & Co. LLP are as under:

M/s MGB & Co LLP (MGB) is a 45-year-old multi-disciplinary full service Chartered Accountancy firm with more than 400+ people in our Mumbai, Delhi, Bengaluru, GIFT City offices. MGB's service offerings includes Assurance, Governance and Risk Management, Legal and Secretarial Compliance, Direct Taxation, Indirect Taxation, Customs & EXIM Services, Corporate Finance, Asset Management, Business Support Services, Insolvency & Business Restructuring Support, Valuations, CSR & Sustainability.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, directly or indirectly, concerned or interested, financially or otherwise in the Resolution set out in Item No. 4 of the Notice.



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Item No. 5 & 6

The members at the Annual General Meeting held on June 16, 2023, had approved the limits for borrowing monies in excess of the paid-up share capital and free reserves of the Company up to Rs. 8,500 crores and to secure the re-payment thereof.

Keeping in view the requirements of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 on the ceiling limit on quantum of deposit, it is proposed to revise the borrowing limits from Rs. 8,500 crores to Rs. 7,000 crores.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 (the Act), the approval of members by way of a Special Resolution is required to borrow money, where the money to be borrowed, together with the money already borrowed by the company exceed aggregate of its paid-up share capital, free reserves and securities premium.

As per the provisions of Section 180(1)(a) of the Act, the approval of members by way of a Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings for the monies borrowed by the Company in excess of limits specified above.

The Company creates charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Act), for the purposes of securing the loan/credit facilities availed by the Company through various sources for business purposes. Further, for creation of charge/s as aforesaid and enforcement of assets by the Company's lenders in case of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Act.

In view of the revision in the borrowing limit as set out in Item No. 5, the Board recommends a revision in the limit up to which charge can be created on assets/properties in line with the revised borrowing limit in Item No. 6.

The Board recommends the passing of the Resolution set out in Item No. 5 and 6 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolutions except to the extent of their holding of securities, if any.

Item No. 7

The Members of the Company had at the Annual General Meeting held on June 16 2023, by way of a Special Resolution, had authorised the Board of Directors of the Company (which



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term includes any Committee of the Board to exercise its powers including the powers conferred by the Resolution) to issue Non-Convertible Debentures (“Debentures”) on a private placement basis up to an amount not exceeding Rs. 3,500 Crores (Rupees three thousand five hundred crores only), in one or more tranches, and the said approval will remain valid during a period of one year from October 1, 2023 to September 30, 2024.

In order to meet the fund requirements, the Company proposes to continue to issue and allot, from time to time, secured/ unsecured/ perpetual/ Tier-II subordinated NCDs on a Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, relevant provisions of the National Housing Bank (NHB) Directions/ Reserve Bank of India (RBI) Directions, Rules and Regulations, if any, as applicable, up to an amount not exceeding Rs. 1,000 Crores (Rupees One thousand crores only). The NCDs may be issued at par or at a premium and may be listed on the Stock Exchange(s), on such other terms and conditions as the Board or the Committee may determine. Towards that, the Company hereby seeks approval of the Members by way of a Special Resolution.

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (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 for a value not exceeding Rs. 1,000 Crores, in one or more tranches, had been passed by the Board in its meeting held on May 7, 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:**

Secured/ unsecured/ perpetual/ listed and/or unlisted Non-Convertible Debentures. Issue Price of Non-Convertible Debentures (NCDs) shall be determined at the time of issue of respective series/ tranche of 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 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.



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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. 1,000 Crores (Rupees One thousand Crores only) 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 or Committee constituted for the purpose or which may be hereinafter constituted to exercise its powers including the powers conferred by this Resolution 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 herein shall remain in force for the period of one year commencing from October 1, 2024 to September 30, 2025.

The Board recommend the Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial personnel of the Company and/or any of their relatives have any particular interest or concern in this item of business except to the extent of the securities, if any, which are/may be held/subscribed by them.

Item No. 8

Mr. Gautam Chatterjee was appointed w.e.f. September 16, 2021 as Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and confirmed by the Shareholders at their Extra Ordinary General (EGM) Meeting held on November 03, 2021 to hold office till the conclusion of the 16th Annual General Meeting of the Company ("first term").

Pursuant to recommendation of Nomination and Remuneration Committee (Committee) on the basis of performance evaluation and the recommendation of the Board of Directors at their Meeting held on May 07, 2024, it is proposed to re-appoint Mr. Gautam Chatterjee (DIN: 02464197) as an Independent Director of the Company for the second term of five (5) years from the date of this 16th Annual General Meeting till the date of 21st Annual General Meeting to be held in 2029.



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The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Gautam Chatterjee for the office of Independent Director for a second term. The Company had also received a declaration from Mr. Gautam Chatterjee confirming that he fulfills the criteria of independence stipulated under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and an intimation to the effect that he is not disqualified to from being appointed as a Director in terms of Section 164(2) of the Act.

Brief Profile of Mr. Gautam Chatterjee is as below:

Mr. Gautam Chatterjee (DIN: 02464197) is a retired officer of the Indian Administrative Service of the Maharashtra Cadre belonging to the batch of 1982. He superannuated on January 31, 2016. He has held several important assignments both in the Government of Maharashtra and Government of India, notable among them being Additional Municipal Commissioner of Mumbai Municipal Corporation, Joint Director General of Foreign Trade in the Ministry of Commerce, CEO of Maharashtra Housing and Area Development Authority, CEO of Slum Rehabilitation Authority and Dharavi Redevelopment Project, Principal Secretary of Maharashtra Housing Department, Joint Secretary in the Ministry of Defence, Director General of Shipping in the Ministry of Shipping, Government of India and Additional Chief Secretary, Transport and Ports, Government of Maharashtra. After his superannuation, he served as Officer on Special Duty (OSD) to the Chief Minister of Maharashtra before taking over as the first Chairperson of the Maharashtra Real Estate Regulatory Authority (MahaRERA) where he served till January, 2021.

Re-appointment as Independent Director of the Company requires the approval of shareholders by way of a special resolution. Hence, the Board recommends this resolution set out in Item No. 8 as a Special Resolution for approval of the Members.

Except Mr. Gautam Chatterjee and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 8 of the Notice.

The additional information under Secretarial Standards 2 on General Meeting issued by ICSI is annexed to this Notice.

Item No. 9

Mr. Sunil Phatarphekar was appointed w.e.f. April 13, 2020 as Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and confirmed by the Shareholders at their Annual General Meeting held on July 30, 2020 to hold office till the conclusion of the 16th Annual General Meeting of the Company (first term).



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Pursuant to recommendation of Nomination and Remuneration Committee (Committee) on the basis of performance evaluation and on the recommendation of the Board of Directors at their Meeting held on May 07, 2024, it is proposed to re-appointed Mr. Sunil Phatarphekar (DIN: 00005164) as an Independent Director of the Company for the second term of five (5) years from the date of this 16th Annual General Meeting till the date of Annual General Meeting to be held in 2029.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Sunil Phatarphekar for the office of Independent Director for a second term. The Company had also received a declaration from Mr. Sunil Phatarphekar confirming that he fulfills the criteria of independence stipulated under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and an intimation to the effect that he is not disqualified to from being appointed as a Director in terms of Section 164(2) of the Act.

Brief Profile of Mr. Sunil Phatarphekar is as below:

Mr. Sunil Phatarphekar (DIN: 00005164) is the proprietor of SNP Legal (Advocates) and has over 30 years of experience as a practicing Advocate. He started his career in 1987. He has subsequently been associated with various law firms including Crawford Bayley & Company, Mahimtura & Company, and Shah Desai Doijode & Phatarphekar, Advocates. Mr. Phatarphekar also practices in the corporate field with specialization in commercial contracts and new technologies. Mr. Phatarphekar also serves as a Non-Executive director on the Board of various companies.

Re-appointment as Independent Director of the Company requires the approval of shareholders by way of a special resolution. Hence, the Board recommends this resolution set out in Item No. 9 as a Special Resolution for approval of the Members.

Except Mr. Sunil Phatarphekar and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 9 of the Notice.

The additional information under Secretarial Standards 2 on General Meeting issued by ICSI is annexed to this Notice.

Item No. 10

The Independent Directors provide continued valuable guidance to the Company for effective functioning in key areas and professional expertise in their respective field of specialisation. They invested their time, efforts and expertise for to ensure the Company's success and upholding the good governance practices all along. In order to recognize and appreciate their contributions and a way to express our gratitude for their commitment it is proposed to offer them a commission as a token of appreciation.



Nido Home Finance Limited (formerly known as Edelweiss Housing Finance Limited)

Corporate Identity Number: U65922MH2008PLC182906

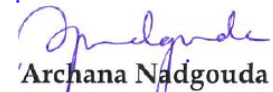
Registered Office: Tower 3, 5th Floor, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla (West), Mumbai- 400070. Tel No. +912242722200.

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Pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors, in terms of Section 197 of the Companies Act, 2013 (the Act), the approval of the Members is being sought by means of a Special resolution for payment of aggregate commission paid to all Non-executive Independent Directors of the Company not exceeding in aggregate one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act and/or in case of inadequacy of profits the limits specified in Schedule V of the Companies Act, 2013, in respect of each Financial Year commencing from Financial Year 2023-2024, as set out in Item No. 10 of this Notice.

Except Mr. Biswamohan Mahapatra, Mr. Gautam Chatterjee, Mr. Sunil Phatarphekar and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 10 of the Notice.

**For and on behalf of the Board of Directors
Nido Home Finance Limited
(Formerly known as Edelweiss Housing Finance Limited)**



Archana Nadgouda
Company Secretary

Membership No: ACS 17140

Place: Mumbai
Date: June 24, 2024

Registered Office:

Tower 3, Wing ' B', Kohinoor City Mall,
Kohinoor City, Kiroh Road,
Kurla (west), Mumbai - 400070
CIN: U65922MH2008PLC182906



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Details of Directors seeking re-appointment at this Annual General Meeting of the Company pursuant to Secretarial Standard on General Meetings (SS-2) are provided below and forms part of the Explanatory Statement:

Particulars	Mr. Gautam Chatterjee	Mr. Sunil Phatarphekar
Age	68 years	60 years
Date of first appointment	September 16, 2021	April 13, 2020
Experience in functional area	Gautam Chatterjee is a retired officer of the Indian Administrative Service of the Maharashtra Cadre belonging to the batch of 1982. He superannuated on January 31, 2016. He has held several important assignments both in the Government of Maharashtra and Government of India, notable among them being Additional Municipal Commissioner of Mumbai Municipal Corporation, Joint Director General of Foreign Trade in the Ministry of Commerce, CEO of Maharashtra Housing and Area Development Authority, CEO of Slum Rehabilitation Authority and Dharavi Redevelopment Project, Principal Secretary of Maharashtra Housing Department, Joint Secretary in the Ministry of Defence, Director General of Shipping in the Ministry of Shipping, Government of India and Additional Chief Secretary, Transport and Ports, Government of Maharashtra. After his superannuation, he served as Officer on Special Duty (OSD) to the Chief Minister of Maharashtra before taking over as the first Chairperson of the Maharashtra Real Estate Regulatory Authority (MahaRERA) where he served till January 2021.	Sunil Phatarphekar is the proprietor of SNP Legal (Advocates) and has over 30 years of experience as a practicing Advocate. He started his career in 1987. He has subsequently been associated with various law firms including Crawford Bayley & Company, Mahimtura & Company and Shah Desai Doijode & Phatarphekar, Advocates. Sunil Phatarphekar also practices in the corporate field with specialization in commercial contracts and new technologies. Sunil Phatarphekar also serves as a Non Executive director on the Board of various companies.
Qualifications	M.Sc. (Mathematics)	Bachelor of Law



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Terms and conditions of Appointment/ Re-appointment	Re-appointment as Independent Directors for a period of 5 years, not liable to retire by rotation	Re-appointment as Independent Directors for a period of 5 years, not liable to retire by rotation
Remuneration to be paid and Remuneration last drawn	Last drawn: Sitting Fees Remuneration to be paid: Sitting Fees and Commission, if any	Last drawn: Sitting Fees Remuneration to be paid: Sitting Fees and Commission, if any
No. of Board Meetings attended during the year	6/6	6/6
Relationship with other Directors and Key Managerial Personnel	None	None
No of shares held in the Company	Nil	Nil
Directorship in other companies	IRCLASS Systems and Solutions Private Limited Centre Of Excellence in Maritime & Shipbuilding (CEMS) Indian Register of Shipping	Ajit Balakrishnan Estates and Securities Private Limited Quintrol Technologies Private Limited Ajit Balakrishnan Foundation SNP Legal (Advocates) (Proprietor) Bombay Gymkhana Limited (Ordinary Member) Royal Bombay Yacht Club Limited (Ordinary Member) Edelweiss Retail Finance Limited Edelweiss Alternative Asset Advisors Limited Edel Finance Company Limited
Membership/ Chairmanship of Companies Act Committees of other public limited companies.	Nido Home Finance Limited Member of: 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Stakeholders Relationship Committee 4. Lending Committee	Refer Note 1



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	5. IT Strategy Committee	
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Note 1:

Name of Company	Name of Committee	Position (Member/Chairman)
Nido Home Finance Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Chairperson
	CSR Committee	Member
	Stakeholders Relationship Committee	Chairperson
Edelweiss Retail Finance Limited	Audit Committee	Member
	CSR Committee	Member
	Stakeholders Relationship Committee	Member
	Nomination & Remuneration Committee	Member
Edelweiss Alternate Asset Advisors	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	CSR Committee	Member
Edel Finance Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Member



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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the Member attending (in block letters): _____

Name of the Proxy: _____

(To be filled in, if the proxy form has been duly deposited with the Company)

I hereby record my presence at the 16th Annual General Meeting of the Company to be held on **Wednesday, June 26, 2024 at 11.00 a.m.** at Registered Office of the Company at Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla (west), Mumbai - 400070, India.

No. of Shares held : _____

DP ID/Client ID No. : _____

Regd. Folio No. : _____

Member's/Proxy's Signature : _____

- Only Member/Proxy holder can attend the Meeting.
- Member/Proxy holder should bring his/her copy of the Notice and/or Annual Report for reference at the Meeting.

Signed this ____ day of _____, 2024



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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 Members(s): _____
 Registered address: _____
 E-mail Id: _____

Folio No. / Client ID No.: _____ DP ID No. _____

I/ We, being the member(s) holding _____ Equity Shares of the above named Company hereby appoint:

1. Name: _____ Email Id: _____ Address: _____
 _____ Signature:
 _____ or failing him/her

2. Name: _____ Email Id: _____ Address: _____
 _____ Signature:
 _____ or failing him/her

3. Name: _____ Email Id: _____ Address: _____
 _____ Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company to be held on **Wednesday, June 26, 2024 at 11.00 a.m.** at Registered office of the Company at Tower 3, Wing ' B', Kohinoor City Mall, Kohinoor City, Kiroil Road, Kurla (West), Mumbai - 400070, India and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Particulars of Motion
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board and the Auditors thereon
2.	Appointment of Director in place of Mr. Rajat Avasthi (DIN: 07969623), who retires by rotation and, being eligible, offers himself for re-appointment
3.	Declaration of Dividend
4.	Appointment of Statutory Auditors
5.	Borrowing limits of the Company
6.	Mortgage/ creation of charge on the assets of the Company as security towards borrowings
7.	Issue of Non-Convertible Debentures on private placement basis



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8.	Re-appointment of Mr. Gautam Chatterjee (DIN: 02464197) as Independent Director of the Company for the second term
9.	Re-appointment of Mr. Sunil Phatarphekar (DIN: 00005164) as Independent Director of the Company for the second term
10.	Payment of Commission to Independent Directors of the Company

Signed this ____ day of _____ 2024

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kiroil Road, Kurla (West), Mumbai - 400070, India, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself.



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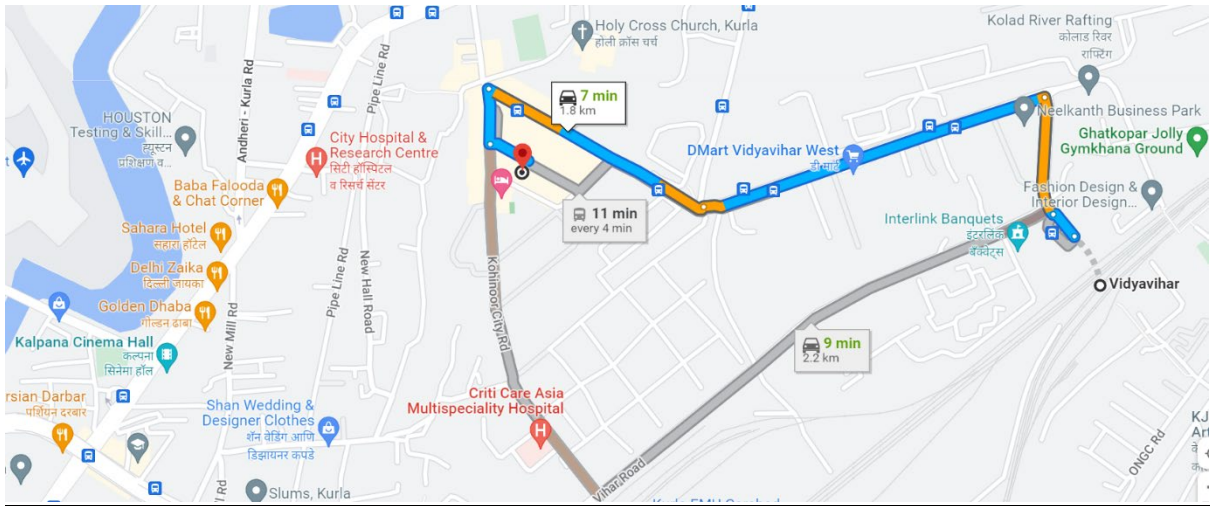
Email ID: assistance@nidohomefin.com. Website: www.nidohomefin.com

ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF NIDO HOME FINANCE LIMITED (EDELWEISS HOUSING FINANCE LIMITED)

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

Prominent Landmark: Kohinoor City Mall.

Route map for the venue of the meeting



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