NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NIDO HOME FINANCE LIMITED WILL BE HELD AT A SHORTER NOTICE ON THURSDAY, JULY 23, 2026, AT 4.00 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:-

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board and the Auditors thereon.

2. To appoint a Director in place of Mr. Rajat Avasthi (DIN: 07969623), who retires by rotation and, being eligible, offered himself for re-appointment.

SPECIAL BUSINESS

3. **Re-appointment of Mr. Rajat Avasthi (DIN: 07969623) as Managing Director and CEO**

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

"**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members of the Company and pursuant to the provisions of Sections 178, 196, 197 and 203 of the Companies Act, 2013 read with 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 as amended from time to time (the Rules), approval of the members be and is hereby accorded for re- appointment of Mr. Rajat Avasthi (DIN 07969623) as the Managing Director (MD) of the Company for a period of 3 years, with effect from September 23, 2026, on the terms and conditions as mentioned below, including remuneration, which may exceed the limits prescribed under the Act:

(a) Salary Limit: Not exceeding Rs. 2,75,00,000/- per annum.

(b) Bonus: In addition to salary, performance-based bonus, up to 100% of Salary Limit, may also be paid and at such intervals as may be decided from time to time.

(c) Perquisites: In addition to the salary and the performance bonus, Mr. Rajat Avasthi shall also be entitled to the perquisites.

RESOLVED FURTHER THAT subject to the applicable provisions of the Act read with Schedule V and other prevalent laws, where in any financial year during the tenure of re-appointment of Mr. Rajat Avasthi, the Company has no profits or the profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Rajat Avasthi within the overall limits prescribed under the provisions of the Act read with Schedule V.

RESOLVED FURTHER THAT the office of Mr. Rajat Avasthi shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, Key Managerial Personnel or the Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution including to sign and execute the requisite forms, intimations, undertakings and other necessary papers (including appointment letter) with the Registrar of Companies, the National Housing Bank and other regulatory authorities in connection therewith and to take such steps, as may be necessary to give effect to this Resolution."

4. **Increase in Authorized Share Capital of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the authorised share capital of the Company from Rs. 75,00,00,000 divided into 7,50,00,000 Equity Shares of Rs. 10 each to Rs. 162,50,00,000 divided into 16,25,00,000 Equity Shares of Rs. 10 each, by creation of 8,75,00,000 Equity Shares of Rs. 10 each, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Act, Clause V(a) of the Memorandum of Association of the Company be and is hereby substituted with the following:

"The Authorised Share Capital of the Company is Rs. 162,50,00,000 (Rupees one hundred sixty two crore and fifty lakhs only) divided into 16,25,00,000(sixteen crore twenty five lakhs only) ***Equity Shares of Rs. 10 (Rupees ten) each."***

FURTHER RESOLVED that the Board of Directors of the Company (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 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
Nido Home Finance Limited

Deepali Yogesh Kandade
Digitally signed by Deepali Yogesh Kandade
Date: 2026.07.22 17:06:14 +05'30'

Deepali Kandade
Company Secretary
Membership No: ACS 19760

Place: Mumbai
Date: July 22, 2026

Registered Office:
Tower 3, Wing 'B', Kohinoor City Mall,
Kohinoor City, Kirol Road,
Kurla (west), Mumbai – 400070
CIN: U65922MH2008PLC182906

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/HERSELF 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. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution / Letter of Authority / Power of Attorney of those representative(s), to the Company through email to secretarial.team@nidohomefin.com authorizing their representative to attend and vote at the General Meeting.

4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxy form as prescribed under the Companies Act, 2013 is enclosed.

5. 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. Members, who wish to inspect the relevant documents referred to in the Notice can send an e-mail at secretarial.team@nidohomefin.com from their registered e-mail addresses mentioning their name and their Folio. up to the conclusion of this AGM.

6. The route map showing directions to reach the venue of the General meeting is annexed.

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

Item No. 3

The Board had re- appointed Mr. Rajat Avasthi as Chief Executive Officer & Managing Director for a period of 3 years with effect from September 23, 2026 on the following terms and conditions:

(a) Salary Limit: Not exceeding Rs. 2,75,00,000/- per annum

(b) Bonus: In addition to salary, performance-based bonus, up to 100% of Salary Limit, may also be paid and at such intervals as may be decided from time to time.

(c) Perquisites: In addition to the salary and the performance bonus, Mr. Rajat Avasthi shall also be entitled to the perquisites.

The members are requested to note that Mr. Rajat Avasthi (DIN 07969623) was re-appointed as Managing Director (MD) in accordance with the provisions of Companies Act, 2013 and rules framed thereunder with effect from September 23, 2023 for a period not exceeding 3 years. Accordingly, it is now proposed to re- appoint Mr. Rajat Avasthi as Managing Director of the Company, for a period of three years, with effect from September 23, 2026.

Brief terms and conditions of appointment:

Mr. Rajat Avasthi as MD & CEO of the Company shall perform such duties and responsibilities as may be assigned to him from time to time by the Board of Directors, for such remuneration as more particularly provided in the resolution. His appointment as Managing Director is for a period of three years, and he is liable to retire by rotation.

I. General Information about the Company:

(1) Nature of industry –

The Company is registered as a non-deposit accepting housing finance company with the Reserve Bank of India (RBI) under Section 29A of the National Housing Bank Act, 1987. The Company has obtained a Certificate of Registration dated May 19, 2023 bearing registration no. DOR – 00081 issued by RBI, to commence/carry on the business of a housing finance institution without accepting public deposits subject to the conditions mentioned in the Certificate of Registration under Section 29A of the National Housing Bank Act, 1987.

(2) Date or expected date of commencement of business operations –

The Company was originally incorporated on May 30, 2008 as a public limited company under the provisions of the Companies Act, 1956 as Edelweiss Housing Finance Limited and received a certificate of incorporation dated May 30, 2008 and a certificate of commencement of business on June 12, 2008. The Corporate Identification Number of the Company is U65922MH2008PLC182906.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

(4) Financial performance based on given indicators:

As per the audited financial statements for the year ended March 31, 2026, the Company's total income stood at Rs. 592.65 Crore and profit after tax stood at Rs. 22.79 Crore.

(5) **Foreign investments or collaborations, if any:**

The Company currently has no foreign investors or foreign collaborators.

II. Information about the appointee Mr. Rajat Avasthi:

(1) **Background details/brief profile/Recognition or awards, if any:**

Mr. Rajat Avasthi comes with over 25 years of experience where he has handled leadership roles across consumer, telecom and financial services industries. He started his professional journey at Asian Paints where he spent 18 years in sales, marketing and strategy roles. His last assignment there was a strategy role based out of Jakarta, where he worked on the market entry strategy and financial plan for Asian Paints' foray into the Indonesian paints market.

At Vodafone, he was the Business Head & Circle CEO for the Upper North market, where he led operations across Punjab, Himachal Pradesh and Jammu & Kashmir, driving large-scale business performance and transformation initiatives.

Mr. Avasthi joined Edelweiss in 2017 and has been the CEO of Nido Home Finance since October 2018, and it's Managing Director since October 2020. He has led the company through its growth phase of 2017–18 and subsequently through the volatile period post the liquidity crisis and the pandemic, building a resilient and scalable mortgage business.

At Nido, he is focused on building a high-quality, high-growth asset base and balance sheet, while leveraging asset-light models to drive sustainable growth. Given his experience across diverse industries, Rajat brings a wealth of experience and strategic insight, with a strong focus on execution and long-term value creation.

(2) **Past remuneration:**

Mr. Avasthi was paid a remuneration of Rs. 3,47,94,732/- (including bonus and perquisites) during the financial year ended March 31, 2206.

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

Mr. Avasthi is presently the Managing Director & CEO of the Company and has contributed to the growth of the organization based on asset light model of the organization. Accordingly, the Board, based on recommendation of the NRC has considered the qualification, nature of expertise and experience of Mr. Avasthi, hereby recommends his re-appointment as Managing Director of the Company. He shall be entrusted with substantial powers of management of the affairs of the Company and shall perform such duties and responsibilities as may be assigned to him from time to time by the Board of Directors, subject to the superintendence, control and directions of the Board and/or the sectoral regulator.

(4) Remuneration proposed:

The overall remuneration is as detailed in the resolution in respect thereto.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Considering the industry practices, the size of the Company, and the candidature of Mr. Avasthi, the remuneration of Mr. Avasthi is as per industry standard.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except for his remuneration, Mr. Avasthi has no pecuniary relationship directly or indirectly with the Company or with any other managerial personnel of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits:

The company is undergoing a transformation across its business mix and funding profile. The current levels of credit cost, operating cost and finance cost are at much higher levels than what the Company can sustain in a steady state scenario. Owing to high levels of costs, the Company is making limited margins currently. However, the Company is working towards costs optimization programs.

(2) Steps taken or proposed to be taken for improvement:

- Strengthening asset quality through revised credit policies and underwriting processes.
- Tightening cost discipline to improve the cost-to-income ratio.
- Investing in digital and technology capabilities to enhance productivity and operating efficiency.
- Pivoting mid-ticket business from co-lending to on-balance-sheet lending to improve margins.
- Reshaping funding profile by increasing the share of term loans in borrowings from one-fourth to over two-thirds.

(3) Expected increase in productivity and profits in measurable terms:

- Affordable housing segment is expected to contribute more than two-thirds of the company's business mix in terms of disbursements and profitability.
- Meaningful improvement is expected in cost-to-income ratio.
- Enhanced margins and strengthened franchise value is expected from on-balance-sheet lending.

The above factors are expected to gradually improve the operations and profits of the Company.

The aforesaid re-appointment and payment of remuneration to Mr. Rajat Avasthi as Managing Director requires approval of the Members through a Special Resolution under Sections 196, 197, 198, 203 of the Companies Act, 2013, read with relevant Rules, and further read together with Schedule V to the Companies Act, 2013, as amended from time to time.

The relevant copies of the resolutions passed by the Board of Directors and all other documents as mentioned herein are open and available for inspection at the Registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m., up to the date of this Meeting.

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

The Board recommends that the resolution set forth in Item No. 3 for the approval of the Members be passed as Special Resolution.

Item no. 4

The existing Authorised Share Capital of the Company is Rs. 75,00,00,000 divided into 7,50,00,000 Equity Shares of Rs. 10 each.

The Company is in the process of issuing equity shares and warrants on Private Placement basis. In order to facilitate the proposed issuance of equity shares and warrants pursuant to the investment agreement and the Shareholders' Agreement, and to provide the Company with adequate flexibility for future capital requirements, the Executive Committee (authorised by the Board of Directors), at its meeting held on 10th February, 2026, approved, subject to the approval of the Members, the increase in the authorised share capital of the Company from Rs. 75,00,00,000 divided into 7,50,00,000 Equity Shares of Rs. 10 each to Rs. 162,50,00,000 divided into 16,25,00,000 Equity Shares of Rs. 10 each, by creation of 8,75,00,000 Equity Shares of Rs. 10 each, ranking pari passu in all respects with the existing equity shares of the Company.

Consequent upon the increase in the authorised share capital, Clause V of the Memorandum of Association of the Company would be altered to reflect the revised Authorised Share Capital.

The increase in the authorised share capital and the consequent alteration of the Memorandum of Association requires approval of the Members by way of an Ordinary Resolution pursuant to Sections 13, 61 and 64 of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company, together with the proposed amendments, will be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically for inspection up to the date of the Annual General Meeting in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors recommends the Ordinary Resolution set out in the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

For and on behalf of the Board of Directors
Nido Home Finance Limited

Deepali Yogesh Kandade

Digitally signed by Deepali Yogesh Kandade
Date: 2026.07.22 17:07:13 +05'30'

Deepali Kandade
Company Secretary
Membership No: ACS 19760

Place: Mumbai
Date: July 22, 2026

Registered Office:
Tower 3, Wing 'B', Kohinoor City Mall,
Kohinoor City, Kirol Road,
Kurla (west), Mumbai – 400070
CIN: U65922MH2008PLC182906

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 **18th Annual General Meeting** of the Company to be held on **Thursday, July 23, 2026 at 4.00 p.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 ________________, 2026

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 **18th Annual General Meeting** of the Company to be held on **Thursday, July 23, 2026 at 4.00 p.m.** at Registered office of the Company at Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirol 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 audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board and the Auditors thereon.
2.	To appoint a Director in place of Mr. Rajat Avasthi (DIN: 07969623), who retires by rotation and, being eligible, offered himself for re-appointment.
3.	Re-appointment of Mr. Rajat Avasthi (DIN: 07969623) as Managing Director and CEO
4.	Increase in Authorized Share Capital of the Company.

Signed this ____ day of _____________2026
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, Kirol 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.

ROAD MAP FOR THE VENUE OF THE ANNUAL 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