

Notice is hereby given that an Extraordinary General Meeting (01/2026-27) of the Members of Nido Home Finance Limited (“The Company”) will be held at a shorter notice on Friday, May 22, 2026, at 4.00 P.M. (IST) 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.

SPECIAL BUSINESS

1. Issuance of Securities on private placement basis

To consider and, if thought fit, to pass, with or without modification/(s) if any, 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 Non-Convertible Securities) Regulations, 2021, 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 the applicable RBI directions / guidelines, 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, invite, offer and allot securities including non-convertible debentures or any other securities, secured or unsecured, aggregating to Rs. 1,000 crores (Rupees One Thousand Crores only), during the period from April 2026 to March 2027, 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



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debt securities 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 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.

RESOLVED FURTHER THAT the Directors of the Company or the Chief Financial Officer, or the Company Secretary be and are hereby severally authorized by the Board to generally do all such acts, deeds and things, including filing of necessary e-forms with the Registrar of Companies, which may be deemed necessary, proper, or desirable for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and are hereby severally authorized to furnish a certified true copy of this Resolution.”

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

**Pooja Bhandari
Company Secretary
Membership No: ACS 73944**

Place: Mumbai
Date: May 21, 2026



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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 EXTRAORDINARY GENERAL MEETING ('EGM') 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. HOWEVER, IN CASE OF A MEETING CALLED AT A SHORTER NOTICE, THE PROXY FORMS DEPOSITED PRIOR TO THE COMMENCEMENT OF THE MEETING SHALL BE ACCEPTED.
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 duly certified copy of the Board Resolution / Letter of Authority / Power of Attorney of those representative(s), to the Company through e-mail 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. This meeting is being convened at a shorter notice with the consent of majority in number of members entitled to vote and who represent not less than 95% of such part of the paid up capital of the company as gives right to vote at the meeting in accordance with section 101 of the Companies Act, 2013. Members are requested to deliver their consent to convene the proposed Extraordinary General Meeting at Shorter Notice (in the Form Attached as Annexure- A to this Notice) to the Company prior to the proposed time for the Extra-Ordinary General Meeting.
6. 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 during working hours and at the Meeting. Members, who wish to inspect



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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 No up to the conclusion of this EGM.

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

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Members of the Company had at the Annual General Meeting held on July 2, 2025, 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”) on a private placement basis up to an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only), in one or more tranches, and the said approval remained valid during the period from October 1, 2025 to March 31, 2026.

In order to meet the fund requirements, the Company proposes to continue to issue, invite, offer and allot, from time to time, securities including non-convertible debentures or any other securities, secured or unsecured, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42, 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 Non-Convertible Securities) Regulations, 2021, relevant provisions of the and subject to the applicable RBI directions / guidelines, as amended up to date, if any, as applicable, up to an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) within the overall borrowing limit as prescribed vide resolution passed under Section 180 of the Companies Act, 2013, as amended from time to time, for the period from April 2026 to March 2027. The securities 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:



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a) Particulars of offer including date of passing the Board Resolution:

Resolution for issue of securities 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 April 27, 2026. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of securities.

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

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 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 securities/NCDs.

The Special Resolution set out herein shall remain in force for the period from April 2026 to March 2027.



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The Board recommends the Resolution at Item No. 1 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.

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

**Pooja Bhandari
Company Secretary
Membership No: ACS 73944**

Place: Mumbai
Date: May 21, 2026



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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 Extra-Ordinary General Meeting of the Company to be held on Friday, May 22, 2026 at 04.00 p.m. at Tower 3, Wing 'B', Kohinoor City Mall , Kohinoor City, Kiroil Road, Kurla (West), Mumbai - 400070.

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



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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 Extra-Ordinary General Meeting of the Company to be held on Friday, May 22, 2026 at 04.00 p.m. at Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kiro Road, Kurla (West), Mumbai - 400070, India and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Particulars of Resolution
1.	Issuance of Securities on private placement basis

Signed this ____ day of _____ 2026
 Signature of shareholder _____
 Signature of Proxy holder(s) _____

Affix Revenue Stamp



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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, Kiroi Road, Kurla (West), Mumbai - 400070, not less than 48 hours before the commencement of the Meeting. However, in case of a meeting called at a shorter notice, the said forms deposited prior to the commencement of the meeting shall be accepted.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself.



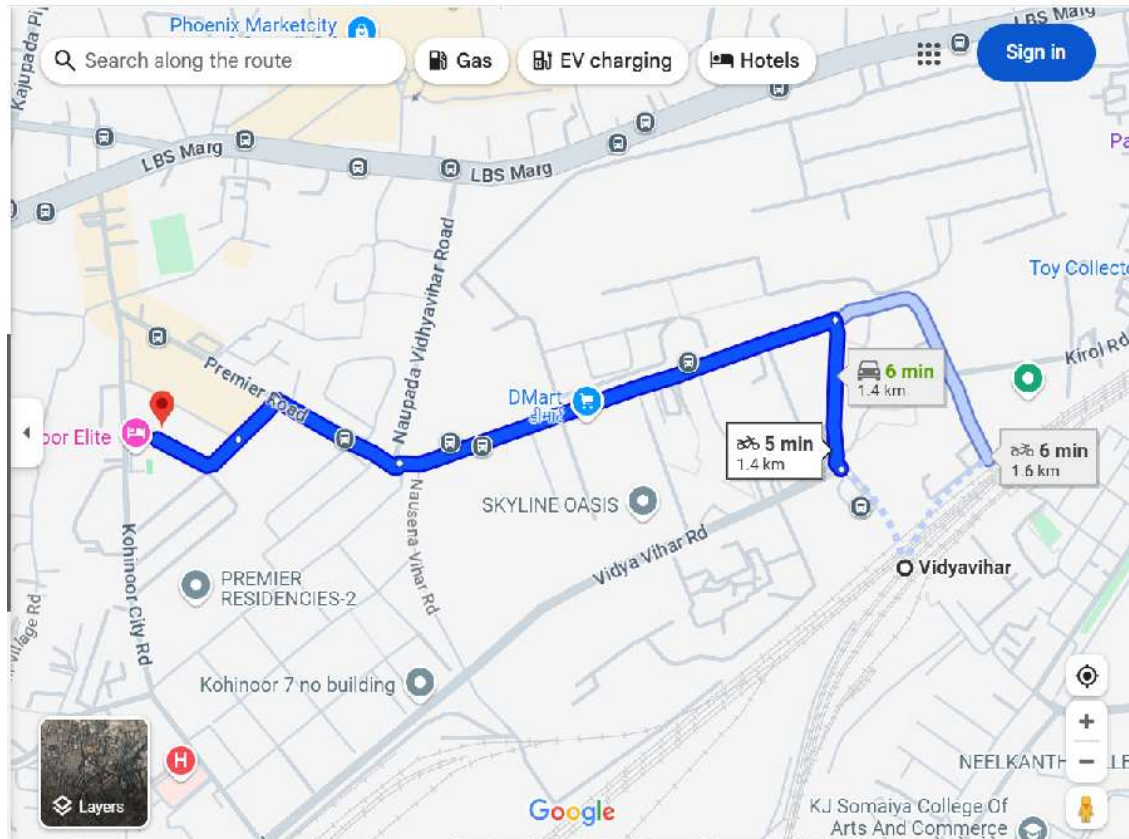
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ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF NIDO HOME FINANCE LIMITED



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(to be printed on the letterhead of the shareholder)

Annexure-A

**THE COMPANIES ACT 2013
CONSENT BY SHAREHOLDERS FOR SHORTER NOTICE
[Pursuant to Section 101(1)]**

**To,
The Board of Directors,
Nido Home Finance Limited,
Tower 3, 5th Floor, Wing 'B', Kohinoor City Mall,
Kohinoor City, Kiroi Road,
Kurla (West), Mumbai- 400070.**

We, _____, having our ~~Residential Address/~~ Registered Office situated at _____ holding _____ Equity Shares of INR 10 each in our name, being the beneficial owner of the abovementioned shares, hereby give consent, pursuant to Section 101 of the Companies Act, 2013 and the Rules framed thereunder, to hold the Extraordinary General Meeting (EGM) of the Company on Friday, May 22, 2026 at 4:00 p.m., at a shorter notice for transacting the business(es) mentioned in the Notice of the said EGM.

For _____

Authorized Signatory

Date: May 21, 2026



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