

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Edelweiss Housing Finance Limited will be held at shorter notice on Friday, October 26, 2018 at 5.00 P.M. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400098 to transact the following businesses:

SPECIAL BUSINESS

1 TO INCREASE BORROWING LIMIT

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

"RESOLVED that pursuant to Section 180(1) (a) and 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, to borrow 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 absolute 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 capital of the Company, its free reserves and securities premium, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs. 8,000 crores (Rupees Eight Thousand Crores only).

FURTHER RESOLVED THAT the Board/ Operations Committee of the Company be and is hereby authorized 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."

2 TO ISSUE EQUITY SHARES 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 pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Operations Committee which the Board have constituted to exercise the powers conferred by this Resolution) to issue, offer and allot up to 15,000,000 equity shares Rs.10 each, in one or more tranches, on private placement basis, at a price not exceeding Rs. 100 (including a premium not exceeding Rs. 90 per share), for an amount upto to Rs. 150 Crore, to Edel Finance Company Limited.

RESOLVED FURTHER THAT the equity shares to be issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects.

Edelweiss Housing Finance Limited

Corporate Identity Number: U65922MH2008PLC182906

Registered Office: Edelweiss House, Off. C.S.T.Road, Kalina, Mumbai-400098, Maharashtra ☎ +91 22 4009 4400 ☎ +91 22 4019 4925

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RESOLVED FURTHER THAT the Directors of the Company be and is hereby also authorized to sign, amend, vary, modify the Private Placement Offer Letter and other related documents as may be necessary, which is considered desirable in the interest of the Company;

RESOLVED FURTHER THAT the Directors, CFO and Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, deeds and documents with the Registrar of Companies, Mumbai, NSDL or other Statutory and Regulatory Authorities and to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution.”

Mumbai, October 25, 2018

**By Order of the Board
For Edelweiss Housing Finance Limited**

Ankit Jain

**Ankit Kumar Jain
Company Secretary
Mem. No- A21893**

**Address: 105, Sidhi Vinayak Appt.
Sector-55, Gurgaon, Haryana**

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. 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.
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 authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
5. The Register as prescribed under Companies Act, 2013 will be available for inspection at the EGM at the registered office of the Company.
6. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 9:00 A.M. to 6:00 P.M. except on holidays, upto the date of the Extra Ordinary General Meeting. Notice is also available at website of the Company <https://www.edelweisshousingfin.com>
7. Landmark for location of meeting is Windsor lane. Map of the location is enclosed and posted on website of the Company.

Mumbai, October 25, 2018

**By Order of the Board
For Edelweiss Housing Finance Limited**

Ankit Jain

**Ankit Kumar Jain
Company Secretary
Mem. No- A21893**

**Address: 105, Sidhi Vinayak Appt.
Sector-55, Gurgaon - 122003, Haryana**

Annexure to the Notice dated October 25, 2018
Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 1:-

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on August 08, 2018 had authorized the Board of Directors of the Company for borrowing moneys in excess of its paid-up share capital and free reserves up to Rs. 7500 crore.

Pursuant to the provisions of Section 180 of the Companies Act, 2013, the Board of Directors of a Company cannot borrow moneys in excess of the aggregate of the paid-up share capital of company and its free reserves, without the approval of the Members being obtained in the General Meeting.

In view of the business requirements, the Board of Directors may consider and approve the increase in borrowing limit from the existing level of Rs. 7,500 crores to Rs. 8000 crores and recommend the proposal to Members of the Company for their approval.

The Directors recommend the resolution at Item No.1 of the accompanying Notice for the approval of the Members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 2:-

It is proposed to raise the funds up to Rs. 150 Crores by way of issuance of equity shares on Private placement basis to Edel Finance Company Limited.

In relation to above, as per the provisions of Section 42, 62 and the Companies (Prospectus and Allotment of securities) Rules, 2014 and any amendments thereof, the following disclosures are required to be made for the issue of equity shares on private placement basis :

Objects of the issue	To augment the capital base and meet the ongoing expansion plans of the Company and general business requirement
Material terms of raising such securities	Issue of equity shares under private placement basis up to Rs. 150 Crore. Ranking pari-passu with existing equity shares. Other details have been provided in the foregoing or subsequent paragraphs of the explanatory statement.
Date of passing Board resolution	October 25, 2018
Amount which Company intends to raise	Upto Rs. 150 Crores
Kinds of securities offered and the price at which security is being offered	150,00,000 equity shares of Rs. 10 each ranking pari-passu with existing equity shares
The price or price band at/within which the allotment is proposed	Rs. 100 Per share (including a premium of Rs. 90 per share)
Principal terms of assets	N.A.

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charged as securities	
Basis on which the price has been arrived at along with report of the registered valuer	Discounted Cash Flow Method and as per the Valuation report dated August 03, 2018
Name and address of the valuer who performed valuation	Ketan C. Shah & Co, Chartered Accountants Office No. 206, 2 nd Floor, Vireshwar Chambers, M.G. Road, Opp. Parle Biscuit Factory, Vile Parle (East), Mumbai - 400057
Relevant date with reference to which the price has been arrived at	31.03.2018
The class or classes of person to whom allotment is proposed to be made	Shares are proposed to be allotted to Edel Finance Company Limited
Intention of promoters, directors or key managerial personnel to subscribe to the offer	There is no intention to allot the Shares to the Promoters, Directors or Key managerial personnel
Proposed time schedule	The equity shares are proposed to be issued and allotted within 180 days from the date of passing of the resolution by the Shareholders at the Extra-Ordinary General Meeting.
The proposed time within which the allotment shall be completed	The Company will complete the allotment of shares within a period of 60 days from the date of receipt of share application money
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Edel Finance Company Limited, and post issue they will be holding 20.17% of total capital
Change in control, if any, in the Company that would occur consequent to the preferential offer	There will not be any change in control by allotment consequent to private placement of equity shares
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.

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The pre-issue and post issue shareholding pattern of the Company before and after allotment are as below:

Sr.no	Category	Pre-issue		Post issue	
		No of shares held	% of shareholding	No of shares	% of shareholding
A	Promoter's Holding :				
1	Indian :				
	Individual	-	-	-	-
	Body Corporate	59350000	100%	74350000	100%
	Sub total	59350000	100%	74350000	100%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	59350000	100%	74350000	100%
B	Non-Promoters Holding				
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
5	Indian Public	-	-	-	-
6	Others (Including NRI's)	-	-	-	-
	Sub Total (B)	-	-	-	-
	Grand Total (A + B)	59350000	100%	74350000	100%

The Directors recommend the resolution at Item No.2 of the accompanying Notice for the approval of the Members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

**By Order of the Board
For Edelweiss Housing Finance Limited**

Mumbai, October 25, 2018

Ankit Jain

**Ankit Kumar Jain
Company Secretary
Mem. No- A21893**

**Address: 105, Sidhi Vinayak Appt.
Sector-55, Gurgaon - 122003, Haryana**

**Form No. MGT 11
Proxy Form**

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

CIN: U65922MH2008PLC182906

Name of the Company : Edelweiss Housing Finance Limited

Registered office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400098

Name of the member (s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the shareholder(s) ofshares of the above named company, hereby appoint:

Name:

Address:

E-mail Id:

Signature: _____, or failing him

Name:

Address:

E-mail Id:

Signature: _____, or failing him

Name:

Address:

E-mail Id:

Signature: _____

as my proxy to attend and vote (on poll) for me/us and my/our behalf at the.....at the Extraordinary General Meeting of the Company to be held on the.....day of.....at.....a.m./p.m. At..... (place) and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Increase in borrowing limit
2. Issue of Equity Shares through Private Placement

Signed this.....day of..... 2018

Signature of Shareholder(s)

Signature of Proxy holder (s)

**Affix
Revenue
Stamp**

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- OCTOBER 26, 2018**

EGM Venue:
Edelweiss Housing Finance Limited
Edelweiss House,
Off C.S.T. Road,
Kalina,
Mumbai – 400 098

Prominent Landmark: University of Mumbai, Kalina

