

NOTICE is hereby given that the 11th Annual General Meeting of the Members of Edelweiss Housing Finance Limited will be held on Wednesday, July 10, 2019 at 5:30 p.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 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, 2019, together with the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Mr. Vineet Mahajan (DIN: 07253615), who retires by rotation and, being eligible, offers himself for re-appointment.
3. **Appointment of Mr. P. Vaidyanathan as an Independent Director**

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

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, Mr. P. Vaidyanathan (DIN: 00029503), who was appointed by the Board of Directors of the Company as an Additional Director (Independent Director) and who holds office upto the date of Annual General Meeting of the Company in terms of Section 161 of the Act and who has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and being eligible, be and is hereby appointed as an Independent Director of the Company for a term of three years, from January 23, 2019 till January 22, 2022.”

SPECIAL BUSINESS

4. **Approval for issue of Non-Convertible Debentures**

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 as amended from time to time (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), and pursuant to SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI Rules and Regulations, as amended from time to time and subject to the provisions of relevant National Housing Bank (NHB) Directions, Rules and Regulations, and further subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of

Association of the Company and subject to the approval, consent, permission, exemption and /or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible in terms of the relevant NHB Regulations, aggregating to Rs. 3,500 crores (Rupees three thousand five hundred crores only), during a year commencing on July 10, 2019, 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.

FURTHER RESOLVED that subject to and in accordance with the provisions of the Act, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to 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."

**For and on behalf of the Board of Directors
Edelweiss Housing Finance Limited**



Sagar Tawre
Sagar Tawre
Company Secretary
Membership No: A24645

Place: Mumbai
Date: May 13, 2019

Registered Office:
Edelweiss House, Off. C.S.T. Road
Kalina, Mumbai - 400 098
CIN: U65990MH2015PLC154854

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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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 Annual 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 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 Annual General Meeting. Notice is also available at website of the Company <https://www.edelweisshousingfin.com>
6. Landmark for location of meeting is Windsor lane. Map of the location is enclosed and posted on website of the Company.

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

Item No. 3:-

The Board at its Meeting held on January 23, 2019, based on the recommendations of the Nomination and Remuneration Committee (Committee) appointed Mr. P. Vaidyanathan (DIN: 00029503) as an Additional (Independent) Director of the Company for three years effective from January 23, 2019 till January 22, 2022 subject to the approval of shareholders.

Mr. P. Vaidyanathan has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. P. Vaidyanathan as Independent Director is now being placed before the Members for their approval.

The Board recommends for approval by the members the resolution as set out at Item No. 3 of the Notice as Ordinary Resolution.

None of the Directors except Mr. P. Vaidyanathan, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 3 of the Notice.

Item No. 4:-

The Members of the Company had at the Extra Ordinary General Meeting held on January 24, 2019, 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. 3,500 Crores (Rupees three thousand five hundred crores only) in one or more tranches and the said approval will remain valid during a year commencing on January 24, 2019.

In order to meet its further growth requirements, the Company proposes to continue to issue and allot from time to time secured/ unsecured/ perpetual/ Tier-II subordinated Non-Convertible Debentures (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 Reserve Bank of India (RBI) Directions, Rules and Regulations, up to an amount not exceeding Rs. 3,500 Crores (Rupees three thousand five hundred 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.

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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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. 3,500 Crores, in one or more tranches, had been passed by the Board in its meeting held on May 13, 2019. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.
- b) **Kind of Securities offered and the price at which security is being offered:** Issue Price of 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. The Directors recommend the Resolution at item no. 4 of the accompanying Notice, for the approval of the Members by way of Special Resolution.
- 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. 3,500 Crores (Rupees three thousand five hundred 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 the Committee which the Board may have constituted or hereinafter constitute 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 from the date of passing of the same.

The Board recommends the passing of the Special Resolution set out hereinabove of the notice.

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

**For and on behalf of the Board of Directors
Edelweiss Housing Finance Limited**



Sagar Tawre

**Sagar Tawre
Company Secretary
Membership No: A24645**

Place: Mumbai
Date: May 13, 2019

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