

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of Edelweiss Housing Finance Limited will be held on Monday, May 30, 2022 at 10.00 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:-

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### ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Ms. Shilpa Gattani (DIN: 05124763), who retires by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

#### 3. Approving amendments to the overall 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: -

“RESOLVED that in supersession of the resolution passed by the members at the Extraordinary General Meeting held on January 24, 2019 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. 8,000 crores (Rupees Eight 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.”

#### 4. 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 (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. 3,500 crores (Rupees Three Thousand Five Hundred Crores only), during a period of one year from October 1, 2022 to September 30, 2023, 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 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**



**Girish Manik**  
**Company Secretary**  
**Membership No: ACS 26391**

Place: Mumbai

Date: May 26, 2022

**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. Ms. Shilpa Gattani is interested in Item no 2 as Director of the Company.
4. 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.
5. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxy form as prescribed under the Companies Act, 2013 is enclosed.
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 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.
7. 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 members at the Extraordinary General Meeting held on January 24, 2019, had approved the limits for borrowing monies in excess of the paid-up share capital and free reserves of the Company up to Rs. 10,000 crores and to secure the re-payment thereof.

Keeping in view the requirements of Balance Sheet size and recent changes in the business environment and Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, the Members are requested to consider reduction in the borrowing limits from Rs. 10,000 crores to Rs. 8,000 crores.

As per the provisions of Section 180(1)(c) of the Act, a company cannot borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, unless approval of the Members is obtained by way of a Special Resolution.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not 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, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/ credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create 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 extended by them to the Company. Further, upon occurrence of default under the relevant Loan/ facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/ disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence 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. 3, 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.

Accordingly, the Board recommends the passing of the Resolution set out in Item No. 3 as a Special Resolution.

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

#### **Item No. 4**

The Members of the Company had at the Annual General Meeting held on June 17, 2021, 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 period of one year from October 1, 2021 to September 30, 2022.

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. 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.

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 6, 2022. 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. 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 commencing from October 1, 2022 to September 30, 2023.

The Board recommend the Resolution at Item No. 4 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  
Edelweiss Housing Finance Limited**



*Girish Manik*

**Girish Manik  
Company Secretary  
Membership No: ACS 26391**

Place: Mumbai

Date: May 26, 2022

**Registered Office:**

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

Details of Directors seeking 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:

<b>Particulars</b>	<b>Ms. Shilpa Gattani</b>
<b>Age</b>	44 years
<b>Date of first appointment</b>	September 23, 2020
<b>Experience in functional area</b>	Ms. Shilpa Gattani has over 16 years of professional work experience. She has been with Edelweiss since 2005 and is instrumental in starting the fixed income desk at Edelweiss. She has been leading this department since the last 6 years and has institutionalized the business to greater heights. Before being the head of Treasury Management business she was Head of Resources at Edelweiss Group wherein she was responsible for fund raising in the money market and Asset Liability Management. Over the period of last 10 years, she has built strong relationships with fund houses, banks and other financial institutions. Prior to this, Shilpa was company secretary for the Edelweiss Group and responsible for governance and secretarial functions.
<b>Qualifications</b>	Member of Institute of Company Secretaries of India and has done her Masters in Business Administration.
<b>Terms and conditions of Appointment/ Re-appointment</b>	Liable to retire by rotation
<b>Remuneration to be paid and Remuneration last drawn</b>	N.A.
<b>No. of Board Meetings attended during the year</b>	6
<b>Relationship with other Directors and Key Managerial Personnel</b>	None
<b>No of shares held in the Company</b>	Nil
<b>Directorship in other companies</b>	Edelweiss Retail Finance Limited
<b>Membership/ Chairmanship of Companies Act Committees of other public limited companies.</b>	<b>Edelweiss Retail Finance Limited</b> Member of: 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Stakeholders Relationship Committee 4. Nomination and Remuneration Committee

### 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 14<sup>th</sup> Annual General Meeting of the Company to be held on Monday, May 30, 2022 at 10.00 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 \_\_\_\_\_, 2022



**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 14<sup>th</sup> Annual General Meeting of the Company to be held on Monday, May 30, 2022 at 10.00 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, 2022, together with the Reports of the Board and the Auditors thereon.
2.	Appointment of Director in place of Ms. Shilpa Gattani, who retires by rotation and, being eligible, offers herself for re-appointment.
3.	Approving amendments to the overall borrowing limits of the Company.
4.	Issue of Non-Convertible Debentures.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2022  
Signature of shareholder \_\_\_\_\_  
Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

Note:

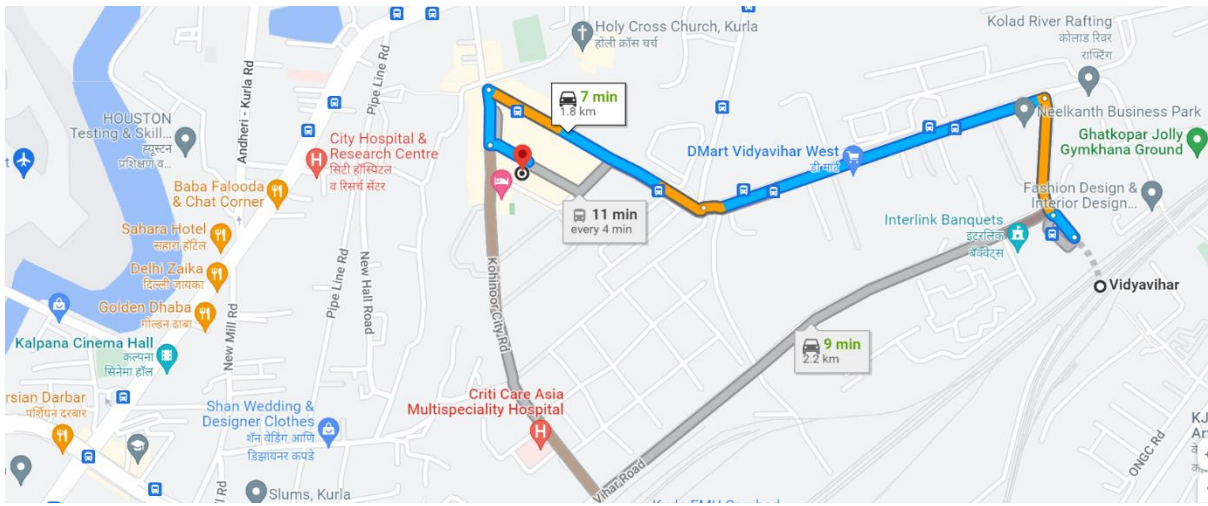
1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Tower 3, Wing ' B', Kohinoor City Mall, Kohinoor City, Kirool Road, Kurla (west), Mumbai - 400070, India, not less than 48 hours before the commencement of the Meeting.
2. A member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

## ROAD MAP FOR THE VENUE OF THE GENERAL MEETING OF 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



#### Edelweiss Housing Finance Limited

Corporate Identity Number: U65922MH2008PLC182906

Registered Office : Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla (W), Mumbai - 400070 ☎+91 22 4272 2200

✉ homeservice@edelweissfin.com @ www.edelweisshousingfin.com