

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Edelweiss Housing Finance Limited will be held on Thursday, July 30, 2020 at 4.00 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, 2020, together with the Reports of the Board and the Auditors thereon.

SPECIAL BUSINESS

2. <u>Appointment of Mr. Sunil Phatarphekar as an Independent Director</u>

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, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Phatarphekar (DIN: 00005164), 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 this 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, being eligible, be and is hereby appointed as an Independent Director of the Company till the conclusion of the Annual General Meeting of the Company of the Annual General Meeting of the Company in terms of Section 149(6) of the Act, being eligible, be and is hereby appointed as an Independent Director of the Company till the conclusion of the Annual General Meeting of the Company to be held in the year 2024.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution."

3. <u>Appointment of Mr. Deepak Mittal as a Non-Executive Director, liable to retire by</u> rotation

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 recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, approval of the National Housing Bank ((NHB) accorded vide letter dated October 14, 2019 and such other applicable law or laws, Rules, Regulations, Guidelines, circulars, if any, (including any amendment thereto or statutory modification (s) or re-enactment(s) thereof for the time being in force) and subject to such other statutory approvals / consents from competent authorities



as may be deemed necessary, Mr. Deepak Mittal (DIN 00010337), who was appointed as an Additional Director of the Company by the Board at its meeting held on January 23, 2019, pursuant to the aforesaid approval of NHB, be and is hereby appointed as a Non-Executive Director, and whose period of office shall be liable to determination by retirement of directors by rotation."

FURTHER RESOLVED that any one of the Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby authorised to do all acts, deeds, matters and things as may be necessary to give effect to this Resolution."

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 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), 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 relevant National Housing Bank (NHB) Directions, Rules and Regulations including Housing Finance Companies Issuance of Non-Convertible Debentures on Private Placement basis (NHB) Directions 2014 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, 2020 to September 30, 2021, 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.

Registered Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai-400098, Maharashtra D +91 22 40094400 Fax: +91 22 4019 4925 Website: <u>www.edelweisshousingfin.com</u> email id: <u>homeservice@edelweissfin.com</u>



FURTHER RESOLVED 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."

5. <u>Alteration to the Objects Clause of the Memorandum of Association of the</u> <u>Company</u>

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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder and such applicable law or laws, Rules, Regulations, Guidelines, circulars, if any (including any modification or re-enactment thereof and other applicable provisions thereof for the time being in force) and subject to such other statutory approvals / consents from competent authorities as may be deemed necessary, consent of the Members of the Company be and is hereby accorded to alter such clauses of the objects clause of the Memorandum of Association of the Company, details of which are more particularly provided in the Explanatory Statement annexed to this notice convening the General meeting, and adoption of the altered Memorandum of Association of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised to do all acts, deeds, matters and things as may be necessary to give effect to this Resolution."

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

Sd/-

Riddhi Parekh Company Secretary Membership No: ACS 20867

Place: Mumbai Date: July 3, 2020

Registered Office: Edelweiss House, Off. C.S.T. Road Kalina, Mumbai - 400 098 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 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.
- 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 authorizing their representative to attend and vote at the 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. 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 available for inspection at the General Meeting.
- 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. 2

Based on the recommendations of the Nomination and Remuneration Committee (Committee), the Board vide resolution passed by circulation on April 13, 2020, appointed Mr. Sunil Phatarphekar (DIN: 00005164) as an Additional (Independent) Director of the Company, who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act.

Mr. Sunil Phatarphekar is the proprietor of SNP Legal (Advocates) and have over 30 years of experience as a practicing advocate. He started his career in 1987 with Crawford Bayley & Company, Advocates and Solicitors, a preeminent law firm. Thereafter, he was admitted as a partner in Mahimtura & Company, to enhance their corporate practice. Subsequent to that, he co-founded Shah Desai Doijode & Phatarphekar, Advocates. Mr. Phatarphekar also practices in the corporate field with specialization in commercial contracts and new technologies. Mr. Phatarphekar also serves as a Non-Executive director on the Board of various companies. In accordance with the Secretarial Standards, the other details relating to Mr. Sunil Phatarphekar are enclosed herewith and forms part of this explanatory Statement.

In accordance with the provisions of Section 149, 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Sunil Phatarphekar, as Independent Director to hold office till the conclusion of the Annual General Meeting of the Company to be held in the year 2024, is now being placed before the Members for their approval.

Mr. Sunil Phatarphekar, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. Accordingly, in the opinion of the Board, he fulfils the conditions specified in the Act for such an appointment.

Considering the experience of Mr. Sunil P., the Board recommends the Resolution at Item No. 2 of the accompanying Notice, for the approval of the Members by way of Ordinary Resolution.

None of the Directors (except Mr. Sunil Phatarphekar and/or his relatives), Key Managerial Personnel of the Company and/or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, as set out at Item No. 2 of the Notice.



Item Nos. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on January 23, 2019, appointed Mr. Deepak Mittal (DIN 00010337) as an Additional (Non-Executive) Director of the Company, 2019 subject to approval of National Housing Bank (NHB). NHB vide letter dated October 14, 2019 accorded its approval for appointment of Mr. Deepak Mittal as a Director of the Company.

Mr. Deepak Mittal has more than two decades of experience in financial services. He heads the Credit business of the Group. He is presently the MD & CEO of ECL Finance Limited. He has played several key roles at Edelweiss, one of the most recent being the CEO of Edelweiss Tokio Life Insurance, a joint venture between the Edelweiss and Tokio Marine Holdings of Japan. Started in 2011, Edelweiss Tokio is acknowledged as an innovative customer centric insurer and has been one of the fastest growing Insurance companies in India. Prior to leading the Life Insurance business, Mr. Mittal helped scale up the Capital Markets business at Edelweiss Financial Services Limited (EFSL). He subsequently became the Chief Financial Officer of EFSL, where he helped steer the firm through a successful Initial Public Offering in 2007. Mr. Mittal also led the Group's new strategic initiatives and played a key role in the expansion of various Group businesses, including the acquisition and integration of Anagram stock broking. Mr. Deepak Mittal is a Chemical Engineer from IIT-BHU and an MBA from the IIM Ahmedabad. In accordance with the Secretarial Standards, the other details relating to Mr. Deepak Mittal are enclosed herewith and forms part of this explanatory Statement.

In accordance with the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, the appointment of Mr. Deepak Mittal, as Non-Executive Director effective from the date of approval of NHB and whose period of office shall be liable to determination by retirement of directors by rotation, is now being placed before the Members for their approval.

Considering the experience of Mr. Deepak Mittal, the Board recommends the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members by way of Ordinary Resolution.

None of the Directors (except Mr. Deepak Mittal and/or his relatives), Key Managerial Personnel of the Company and/or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, 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 10, 2020, 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

Registered Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai-400098, Maharashtra D +91 22 40094400 Fax: +91 22 4019 4925 Website: <u>www.edelweisshousingfin.com</u> email id: <u>homeservice@edelweissfin.com</u>



("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 10, 2020.

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 July 3, 2020. 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, 2020 to September 30, 2021.

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.

Item No. 5

The Company, being a Housing Finance Company (HFC) registered with the National Housing Bank, is required to comply with the provisions of Housing Finance Company (National Housing Bank) Directions, 2010 and/or such other Directions, Master Circulars, Notifications, Circulars or Guidelines as may be issued or amended, from time to time, by NHB or Reserve Bank of India or any other sectoral regulator of the Company.

In view of the same the Company proposes to alter its Memorandum of Association. The proposed alterations to the objects clause of the Memorandum of Association (i.e. Clause III) under sub-head B 'Matters which are necessary for furtherance of the objects specified in Clause III(A) are:', along with the present clause, if any, is given as follows:

Relevant extract of the present clause in	Proposed alteration in the Memorandum		
Memorandum of Association	of Association		
7. To enter into any agreement	7. To enter into any agreement		
for sharing profits or other union of	for sharing profits or other union of		

Edelweiss Housing Finance Limited

Corporate Identity Number: U65922MH2008PLC182906

Registered Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai-400098, Maharashtra D +91 22 40094400 Fax: +91 22 4019 4925 Website: <u>www.edelweisshousingfin.com</u> email id: <u>homeservice@edelweissfin.com</u>



	Ideas create, values protect
interest co-operation, Joint venture, reciprocal concession partnerly or otherwise with any person or company carrying on or engaged in or about to carry on or be engaged in any business or transaction which this company is or may be authorized to carry, on and to take or otherwise acquire shares and securities of any such concern and sell, hold or reassure with or without security or otherwise deal with the same.	interest co-operation, Joint venture, reciprocal concession partnerly or otherwise with any person or company carrying on or engaged in or about to carry on or be engaged in any business or transaction which this company is or may be authorized to carry on and to take or otherwise acquire shares and securities of any such concern and sell, hold or reassure with or without security or otherwise deal with the same, subject to the provision(s)/approval(s) of Reserve Bank of India/National Housing Bank /other concerned Regulators.
 63. To establish branches, agencies or appoint representatives in India or elsewhere for anyone or more the objects of the company and to regulate and/ or discontinue the same. After clause 65 of Clause III (B) of the Me shall be inserted: 	63. To establish branches, agencies or appoint representatives in India or elsewhere for anyone or more of the objects of the company and to regulate and/ or discontinue the same, subject to the provision(s)/approval(s) of Reserve Bank of India/National Housing Bank /other concerned Regulators.
	All the object clause of this Memorandum of Association shall be subject to the provision(s) or approval(s) of Reserve Bank of India/National Housing Bank /other concerned Regulators, as may be required from time to time. Further, No clause in the objects clause of this Memorandum of Association shall operate in contravention of any provisions of National Housing Bank (NHB) Directions or Master Circulars, Notifications, Circulars or Guidelines as

The Board recommend the Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

Company.

may be issued or amended from time to time by NHB or Reserve Bank of India or any other sectoral regulator of the



None of the Directors, Key Managerial personnel of the Company and/or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, as set out at Item No. 5 of the Notice.

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

Sd/-

Riddhi Parekh Company Secretary Membership No: ACS 20867

Place: Mumbai Date: July 3, 2020

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

Particulars	Mr. Sunil Phatarphekar	Mr. Deepak Mittal	
Age	56 years	47 years	
Date of first appointment	April 13, 2020	October 14, 2019	
Experience in functional area	Over 30 years of experience as a	More than two decades of experience	
-	practicing advocate.	in financial services	
Qualifications	B.com and LLB from Mumbai	Chemical Engineer from IIT-BHU and	
	University	an MBA from the IIM Ahmedabad.	
Terms and conditions of	Appointed as an Independent	Appointed as an Additional Non-	
Appointment/ Re-	Director till the conclusion of the	Executive Director, with effect from	
appointment	Annual General Meeting of the	October 14, 2019 and shall be liable to	
	Company to be held in the year	retire by rotation.	
	2024.	,	
Remuneration to be paid and	Sitting Fees of Rs. 20,000 per	N.A.	
Remuneration last drawn	meeting attended of the Board		
	and Committee(s).		
No. of Board Meetings	N.A.	2	
attended during the year			
Relationship with other	None	None	
Directors and Key			
Managerial Personnel			
No of shares held in the	Nil	1 equity share of Rs. 10/- each as	
Company		nominee of Edelweiss Financial	
		Services Limited.	
Directorship in other	1. Ajit Balakrishnan Estates	1. ECL Finance Limited	
companies as on July 3, 2020	and Securities Private Limited	2. Edelgive Foundation	
	2. Everest Brand Solutions	3. Edelweiss Tokio Life Insurance	
	Private Limited	Company Limited	
	3. Quintrol Technologies Private		
	Limited		
	4. Rediffusion Direct Private		
	Limited		
	5. Rediffusion Brand Solutions Private Limited		
	6. Ajit Balakrishnan Foundation		
	7. Edelweiss Finvest Private		
	Limited		
	8. Edelweiss Retail Finance		
Mambarahin/Chairmanahin	Limited Edelweiss Retail Finance	ECL Finance Limited	
Membership/ Chairmanship of Committees of other	Limited		
public limited companies.	Audit Committee	Corporate Social Responsibility Committee	
public limited companies.			
		Stakeholders Relationship Committee	

Edelweiss Housing Finance Limited

Corporate Identity Number: U65922MH2008PLC182906 Registered Office: Edelweiss House, Off. C.S.T Road, Kalina, Mumbai-400098, Maharashtra D +91 22 40094400 Fax: +91 22 4019 4925 Website: www.edelweisshousingfin.com email id: homeservice@edelweissfin.com



Corporate Social Responsibility	Risk Management Committee
Committee	
Nomination and Remuneration	
Committee.	



ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

					attending	(in	block
letters):_							
Name of (To be fil	the Proxy: _ led in, if the	e proxy	form has	been duly dep	posited with the	Compar	ıy)
be held o	on Thursday	, July 30	0, 2020 at	t 4.00 p.m. at R	neral Meeting of egistered Office bai - 400 098, Inc	e of the C	1 V
No. of Sł	nares held :				_		
DP ID/C	Client ID No	.:					
Regd. Folio No. :							
Member	's/Proxy's S	bignatur	e:				
• 0	nly Membe	r/Proxy	v holder o	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 _____, 2020



PROXY FORM

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

Na	ame of the Members(s):		
E-:	mail Id:		
Fo	lio No. / Client ID No.:	DP ID No	
		Equity Shares of the above named Con	npany
	reby appoint:	Encil Id.	
	Name: Address:		
		or failing him/her	
2.	Name:	Email Id:	
	Address:		
		or failing him/her	
3.	Name:	Email Id:	
	Signature:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Thursday, July 30, 2020 at 4.00 p.m. at Registered office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, 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, 2020, together with the Reports of the Board		
	and the Auditors thereon		
2.	Appointment of Mr. Sunil Phatarphekar as an Independent Director		
3.	Appointment of Mr. Deepak Mittal as a Non-Executive Director, liable to		
	retire by rotation		
4.	Issue of Non-Convertible Debentures		
5.	Alteration to the Objects Clause of the Memorandum of Association of the		
	Company		



Signed this day of2020	
Signature of shareholder	Affix
Signature of Proxy holder(s)	Revenue
	Stamp

Note:

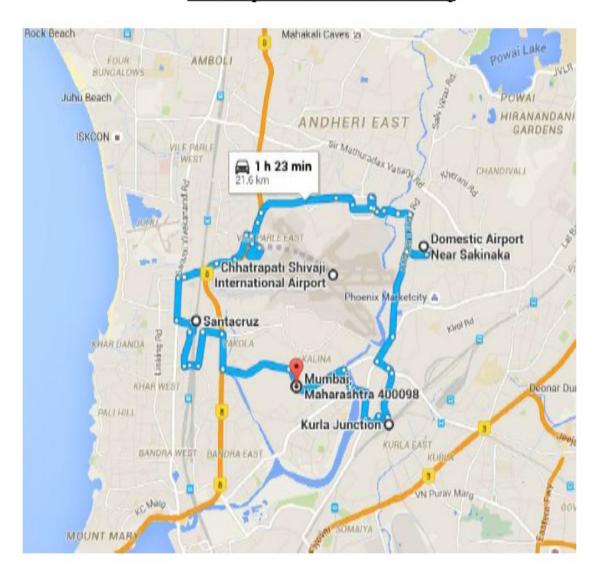
- 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, India, not less than 48 hours before the commencement of the Meeting.
- 2. A member entitled to attend and vote is entitled 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 - Edelweiss House, Off. C.S.T Road, Kalina, Mumbai- 400 098

Prominent Landmark: University of Mumbai, Kalina.



Route map for the venue of the meeting

Edelweiss Housing Finance Limited