

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 Wednesday, August 8, 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 THE AUTHORISED SHARE CAPITAL

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 section 61(1)(a) of the Companies Act, 2013, and other applicable provisions, if any, the Authorised share capital of the Company be and is hereby increased from Rs. 600,000,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10 each to Rs. 750,000,000 (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity Shares of Rs.10 (Rupees Ten) each, subject to approval of the Shareholders of the Company.

RESOLVED FURTHER THAT the existing Clause V (a) of the Memorandum of Association of the Company be substituted with the following clause:

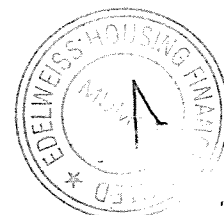
"The authorised Share Capital of the Company is Rs. 750,000,000 (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity Shares of Rs.10 (Rupees Ten) each."

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company, be and are hereby severally authorized, to do all incidental and necessary things to give effect to this resolution."

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 50,00,000 (Fifty Lacs) 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 up to Rs. 50 Crore in one or more tranches, 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.

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."

3 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 the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company 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 Operations Committee which the Board have constituted to exercise the powers conferred by this Resolution) to borrow and to pledge, mortgage by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, Debenture Trustees and other Investing agencies provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 7500 Crores (Rupees Seven Thousand and Five Hundred Crores only) at any time.

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."

4. POWER TO CREATE SECURITY IN UPTO THE LIMITS APPROVED U/S 180 (1)(C)

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 180 (1) (a) and other applicable provisions, if any, of the Act, the Company hereby accords its consent to the Board to mortgage and/or create charge in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the bank, financial institution, lender(s), agent(s) and trustee(s) for securing the borrowings of the Company



availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and convertible/non- convertible securities (including fully/partly convertible debentures and/or non-convertible debentures, issued/to be issued by the Company upto the limits approved under Section 180 (1) (c) of the Act together with all interest thereon, commitment charge, costs, charges, expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of foreign currencies, if any, involved and all other moneys payable by the Company to bank, financial institution, lender(s), agent(s) and trustee(s) in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances.

FURTHER RESOLVED that the Board/the Operations Committee 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."

Mumbai, August 7, 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**

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, August 7, 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 August 07, 2018
Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 1:-

To meet the ongoing expansion plans of the Company and general business requirement it proposed to increase the existing authorised share capital of the Company from Rs. 600,000,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) equity shares of Rs.10 each to Rs. 750,000,000 (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) equity shares of Rs.10 each, subject to approval of shareholders of the Company.

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its authorized share capital by such amount as it thinks expedient by issuing new shares.

The proposed increase in Authorised Capital will consequently require alteration in Capital clause V of Memorandum of Association.

In view of above the ordinary resolution is therefore proposed at item no. 1 of the notice to increase the authorised share capital of the Company and alteration in the Memorandum of Association.

The Directors recommend the resolution mentioned in item No.1 of the accompanying Notice for the approval of the Members of the Company as an ordinary resolution.

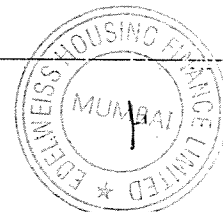
None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 2:-

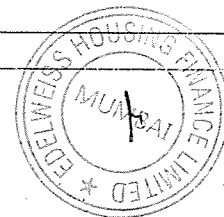
It is proposed to raise the funds up to Rs. 50 Crores by way of issuance of equity shares on Private placement basis to Edel Finance Company Limited.

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. 50 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	August 7, 2018



Amount which Company intends to raise	Upto Rs. 50 Crores
Kinds of securities offered and the price at which security is being offered	50,00,000 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 charged as securities	N.A.
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 8.43% 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	N.A.



proposed to be made for consideration other than cash together with valuation report of the registered valuer	
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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	54350000	100%	59350000	100%
	Sub total	54350000	100%	59350000	100%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	54350000	100%	59350000	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)	54350000	100%	59350000	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.

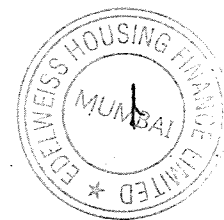
None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 3 & 4 :-

The Members at their Annual General Meeting of the Company held on July 25, 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. 7000 crores.

In view of the projected business volume, it is proposed to enhance the borrowing limit of the Company to Rs. 7500 crores to ensure smooth business operations.

The Directors recommend the Resolution at item no. 3 & 4 of the accompanying Notice, for the approval of the Members by way of Special Resolution.



None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business.

Mumbai, August 7, 2018

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



Ankit

**Ankit Kumar Jain
Company Secretary
Mem. No- A21893
Address: 105, Sidhi Vinayak Appt.
Sector-55, Gurgaon, 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:

1 **Name:**

Address:

E-mail Id:

Signature: _____, or failing him

2 **Name:**

Address:

E-mail Id:

Signature: _____, or failing him

3 **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 Authorised Share Capital
- 2 Issue of Equity Shares through Private Placement
- 3 Increase in Borrowing Limit
- 4 Power to create security in upto the limits approved u/s 180 (1)(c)

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- AUGUST 8, 2018**

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

Prominent Landmark: University of Mumbai, Kalina

