

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of Edelweiss Housing Finance Limited to be held on Tuesday, August 29, 2017 at 1.00 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:

ORDINARY BUSINESS

1. To consider and adopt the annual audited Financial Statements of the Company as at March 31, 2017 and the Profit & Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. Siddharth (02463804), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Price Waterhouse, Chartered Accountants LLP (012754N/N500016) as the Statutory Auditors of the Company, in place of M/s B S R & Associates, LLP, Chartered Accountants, who has shown their unwillingness for their re-appointment, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of this Annual General Meeting of the Company to be held for financial year 2021-2022 and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time) and all other provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), subject Memorandum & Articles of Association of the Company and the Housing Finance Companies issuance of Non-Convertible Debentures on Private place basis (NHB) Directions, 2014 and any amendment thereof, the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this Resolution) to issue, offer and allot Non-Convertible Debentures ("the Debentures") with or without security, aggregating to Rs. 1,000 Crores on a private placement basis, in one or more tranches.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to act and decide on behalf of the Company and/or delegate the powers to Operations Committee of the Company in this regard and to decide further terms of all the Debentures whether issued in one or more tranches and for each such tranche, to discuss, deliberate, negotiate, finalize and accept the terms as may be stipulated in the various security documents and agree to such changes and modifications as may be advised or required by the Security Trustee or the Credit Rating Agency and agree to such changes and modifications in the said terms as may be suggested from time to time and to do all such acts, deeds and things and further authorized to sign and execute all such agreements and documents as may be required, on behalf of the Company.



5. 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 earlier resolution passed by the Members in their meeting held on September 30, 2015, 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 pledge, mortgage and/or charge by the Board of Directors and/or Committee of Directors of the Company, 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. 4000 Crores (Rupees Four Thousand Crores only) at any time.

FURTHER RESOLVED THAT the Board/Committee of Directors 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."

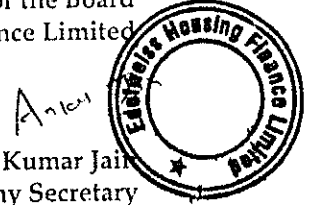
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"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."

By Order of the Board
For Edelweiss Housing Finance Limited



Ankit Kumar Jain
Company Secretary
Mem. No- A21893

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

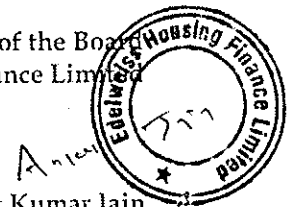
Mumbai, May 15, 2017

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. The Annual Report for the year ended March 31, 2017 containing, inter-alia, the Directors' Report, Auditors' Report and the audited financial statements are enclosed and are also available at website of the Company.
5. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
6. The Register as prescribed under Companies Act, 2013 will be available for inspection at the AGM.
7. 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>
8. Landmark for location of meeting is Windsor lane .Map of the location is enclosed and posted on website of the Company.

Mumbai, May 16, 2017

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

Annexure to the Notice dated May 16, 2017

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

Item No. 4:-

To meet its financial requirements, the Company has been raising funds by issue of Non-Convertible Debentures on a private placement basis.

Pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to the Non-convertible Debentures (NCDs) on a private placement basis, is required to obtain prior approval of the members by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution under Section 42 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis during the year, in one or more tranches, whether secured or unsecured, up to an aggregate amount of Rs. 1000 crores.

The Directors 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 person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business.

Item No. 5 & 6 :-

The Members at their Extraordinary General Meeting of the Company held on September 30, 2015 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. 3500 crores.

In view of the projected business volume, it is proposed to enhance the borrowing limit of the Company to Rs. 4000 crores to ensure smooth business operations.

The Directors recommend the Resolution at item no. 5 & 6 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

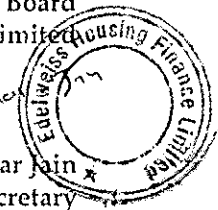
None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business.

Mumbai, May 16, 2017

By Order of the Board
For Edelweiss Housing Finance Limited

Ankit Kumar Jain
Company Secretary
Mem. No- A21893

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



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 Annual General Meeting/Extraordinary General Meeting of the Company to be held on the.....day of.....ata.m./p.m. At..... (place) and any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....

Signed this.....day of....., 2017
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
ANNUAL GENERAL MEETING- August 29, 2017

AGM Venue:

Edelweiss Housing Finance Limited

Edelweiss House, Off CST.

Road, Kalina,

Mumbai- 400 098

Prominent Landmark: University of Mumbai, Kalina

