**NIWAS HOUSING FINANCE LIMITED**
***(Formerly, Niwas Housing Finance Private Limited)***
(**CIN:** U65990MH2016PLC271587)
**Registered & Corporate Office:** A1 Wing, 6th Floor, Trade Star, Andheri Kurla Road, J B Nagar, Andheri (East), Mumbai - 400059, Maharashtra, India.
**Tel:** +91 22 6520 2222 | **Website:** www.niwashfc.com | **Email:** nhf.secretarial@niwashfc.com

**NOTICE** is hereby given that the **11TH ANNUAL GENERAL MEETING (AGM)** of the Members of **NIWAS HOUSING FINANCE LIMITED** (*Formerly, Niwas Housing Finance Private Limited*) will be held on **TUESDAY, SEPTEMBER 29, 2026 AT 10:00 A.M. (IST)** through Video Conferencing **("VC")**/ Other Audio-Visual Means **("OAVM"),** to transact the following businesses:

**ORDINARY BUSINESSES:**

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and the Auditors thereon.**

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

   **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To consider and approve re-appointment of Mr. Hemant Sharma (DIN: 10810821) as a Director of the Company, who retires by rotation and being eligible, has offered himself for re-appointment.**

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

   **"RESOLVED THAT** Mr. Hemant Sharma (DIN: 10810821), who retires by rotation at this Annual General Meeting in terms of the provisions of Section 152(6)(e) of the Companies Act, 2013, and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company and that he shall be liable to retire by rotation."

**SPECIAL BUSINESS:**

## 3. ISSUE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT.

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

**"RESOLVED THAT** pursuant to (i) the provisions of Section 42, 71, 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("**the Act**"); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Reserve Bank of India – (Housing Finance Companies) Directions, 2025 ("**HFC Directions**"), as amended; (iv) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended; (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the Master Circular for issue and listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper and other circulars, guidelines and notifications issued by Securities and Exchange Board of India **("SEBI")**, as applicable; and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members 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 any committee constituted / to be constituted by the Board of the Company or any other person(s), for the time being, exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to create / invite / offer / issue / allot up to such number of non-convertible debentures **("NCDs"),** including but not limited to subordinated / perpetual debentures, through private placement, with or without security, in one or more modes or combinations thereof and in one or more series or tranches, to such eligible person(s), on such terms and conditions as the Board may determine and think fit, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed ₹ 500 crore (Rupees five hundred crore), subject to the overall borrowing limits under section 180(1)(c) of the Act approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

On Behalf of **the Board of Directors of Niwas Housing Finance Limited**
**(*Formerly, Niwas Housing Finance Private Limited*)**

SHREEJIT DEVDAS MENON
Digitally signed by SHREEJIT DEVDAS MENON
Date: 2026.09.07 19:57:08 +05'30'

**Shreejit Menon**
**Whole-Time Director & CEO**
*(DIN: 08089220)*

**Place:** Mumbai
**Date:** September 7, 2026

**Notes:**

1. The General Circulars No. 03/25 dated September 22, 2025, No. 09/2024 dated September 19, 2024, No. 09/2023 dated September 25, 2023, No. 10/2022 dated December 28, 2022, No. 2/2022 dated May 05, 2022, No. 21/2021 dated December 14, 2021, No. 02/2021 dated January 13, 2021, No. 20/2020 dated May 05, 2020, No. 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as **"MCA Circulars"**) permitted the holding of the general meeting through Video Conferencing/Other Audio Visual Means **("VC/OAVM")**, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 **("Act")** and the MCA Circulars, this AGM of the Company is being held through VC/ OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Act, and the Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), in respect of the Special Business as set out in the AGM Notice is annexed hereto.

3. Pursuant to the MCA Circulars and in compliance with the applicable provisions of the Act, the AGM will be held through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy to attend and vote at the AGM on behalf of a member will not be available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In compliance with the MCA circulars, the Notice of the AGM along with the Annual Report of the Company for financial year 2025-26 shall be given only through emails registered with the Company or with their depository participant/depository. Members may note that the Notice and the Annual Report is also available on the website of the Company at https://www.niwashfc.com/investors-corner#investorServices and on the website of the BSE Limited at https://www.bseindia.com/.

5. In compliance with the provisions of the Act and MCA Circulars, the AGM shall be conducted through Video Conferencing via the Teams platform. Members are requested to follow the steps mentioned in the para "***Instructions for attending the meeting through VC***" which is enclosed with the Notice of the AGM. Members who may need assistance in connection with using the said technology before or during the AGM, may reach out to the Company at nhf.secretarial@niwashfc.com.

6. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the AGM under Section 103 of the Act.

7. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM.

8. Only those Members to whom this Notice is being served will be entitled to attend and cast their votes at the AGM.

9. Member(s) are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.

10. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the board resolution authorising their representatives to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Act at nhf.secretarial@niwashfc.com.

11. Voting at the AGM will be done by way of show of hands. In case a poll is demanded, Members can cast their vote on the resolutions only by sending emails through their email address registered with the Company. The said emails should be sent to Mr. Umesh Navani, Company Secretary and Compliance Officer of the Company at nhf.secretarial@niwashfc.com.

12. The Register of Director’s and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the AGM Notice will be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except on Saturday(s) and Sunday(s), up to and including the date of AGM.

    Members who wish to inspect any of the abovementioned documents may write to Mr. Umesh Navani, Company Secretary of the Company at nhf.secretarial@niwashfc.com to inspect the same.

13. In case of joint holders, the Member whose name appears first in the order of names as per the Register of Members/ Depository's Statement of Beneficial Ownership will be entitled to vote at the AGM.

14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VC**

- Members will be provided with a facility to attend the AGM through VC/OAVM via Microsoft Teams Application. The link for VC will be shared by the Company via E-mail.

- Members are requested to click on the MS Teams link and join the meeting to participate in the meeting

- If this is the first time you're joining a meeting, Teams automatically downloads the app. Click the installer file to install the app and follow the instructions. If you're joining from a Linux computer or Chromebook, you aren't prompted to install anything. The meeting simply opens in your browser.

- Click Open Teams if you are prompted to do so. Otherwise, click Launch meeting.

- Enter your name (Name as appearing in your Demat Account) / BO ID to appear in the meeting and then click “Sign in” so you can access the full list of meeting features.

- Enter your registered email address, check “Remember me”, and then click “Next”.

- Enter the meeting password and click “Continue”.

- Please ensure that no other person is sitting with you/participating/ having access to the proceedings of the Meeting.

- Members are requested to join the meeting through Laptop or Tablet for better Experience.

- Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”) AND THE SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.**

**ITEM NO. 3**

**Issue of Non-Convertible Debentures through Private Placement:**

In terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make an offer or invitation to subscribe to securities (including non-convertible debentures) through private placement unless the proposal has been previously approved by the members of the Company, by way of a Special Resolution.

Provided that in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

The Members, at the 10th Annual General Meeting of the Company held on September 30, 2025, had accorded their approval to create / invite / offer / issue / allot up to such number of Non-Convertible Debentures **(“NCDs”)**, through private placement, in one or more modes or combinations thereof and in one or more series or tranches, on such terms and conditions as may be determined by the Board, such that the aggregate principal amount of such NCDs issued during a period of 1 year commencing from the date of passing of the special resolution at the 10th annual general meeting, does not exceed ₹ 500 crore (Rupees five hundred crore only).

In order to enable the Company to raise funds by way of issuance of NCDs through private placement, the Board of Directors of the Company at its meeting held on August 31, 2026, subject to the approval of the Members of the Company, accorded its approval to create / invite / offer / issue / allot up to such number of NCDs, whether secured or unsecured, through private placement, in one or more modes and one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at Item No. 3 of the AGM Notice, does not exceed ₹ 500 crore (Rupees five hundred crore only) subject to the overall borrowing limit under Section 180(1)(c) approved by the Members of the Company.

Further, the Board of Directors (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board) have been authorised to undertake all acts, deeds, matters and things, as it may in its sole and absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs through private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

The Board of Directors recommends the resolution set out at Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the AGM Notice, except to the extent of NCDs that may be subscribed by them or the entities in which they are interested.

On Behalf of **the Board of Directors of Niwas Housing Finance Limited**
**(*Formerly, Niwas Housing Finance Private Limited*)**

SHREEJIT DEVDAS MENON

Digitally signed by SHREEJIT DEVDAS MENON
Date: 2026.09.07 19:57:32 +05'30'

**Shreejit Menon**
**Whole-Time Director & CEO**
*(DIN: 08089220)*

**Place:** Mumbai
**Date:** September 7, 2026

**Details of the Incoming Director(s) seeking appointment in the Annual General Meeting (as per paragraph 1.2.5 of the Secretarial Standards on General Meetings)**

| | |
|---|---|
| Name of the Director | Mr. Hemant Sharma |
| DIN | 10810821 |
| Age | 45 years, June 06, 1981 |
| Nationality | Indian |
| Date of first appointment on the Board | N.A. |
| Brief profile/ resume | Hemant Sharma is a Partner at EQT Private Capital Asia team. Hemant worked for BPEA from 2015 until 2022, when the company joined forces with EQT and was renamed BPEA EQT.<br><br>Prior to joining BPEA, Hemant was a Vice President at Barclays in the Corporate Finance Group, based in Mumbai, where he was involved in M&A and capital raising transactions.<br><br>Hemant holds a Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology, Delhi and an MBA from New York University – Stern School of Business. |
| Shareholding in the Company | NIL |
| Terms and conditions of appointment or re-appointment | Appointed as Non-Executive Nominee Director (of Witkopeend B.V.) on the Board of Directors of the Company. |
| Experience and expertise in specific functional area | Experience of more than 20 years which include:<br>(a) 2004-2006: Applications Engineer at Oracle India Private Limited<br>(b) 2006-2008: Analyst at Barclays Bank Plc Mumbai<br>(c) 2010-2014: Vice President at Barclays Bank Plc Mumbai<br>(d) 2015 onwards: Associated with and presently Partner at EQT India Advisors Private Limited |
| Qualifications | MBA - New York University – Stern School of Business<br>Bachelor of Technology – Indian Institute of Technology, Delhi |
| Last drawn remuneration and remuneration sought to be paid | N.A. |
| Date of first appointment on the Board | July 17, 2025 |

| | |
|---|---|
| Relationship with other directors and key managerial personnel of the Company | None |
| Directorship in other companies | NIL |
| Chairman/ member in the committee of other companies | NIL |
| the number of Meetings of the Board attended during the year | 11 |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards | Nil |