



**Notice – 10th Annual General Meeting
September 30, 2025**

NIWAS HOUSING FINANCE PRIVATE LIMITED
(Formerly, IndoStar Home Finance Private Limited)

(CIN: U65990MH2016PTC271587)

Registered & Corporate Office: Unit No. 305, 3rd Floor, Wing 2/E, Corporate Avenue, Andheri-Ghatkopar Link Road, Chakala, Andheri (E), Mumbai - 400093

Tel: +91 22 6420 2222;

Website: www.niwashfc.com ; **Email:** ihf.legal@niwashfc.com

NOTICE is hereby given that the **10TH ANNUAL GENERAL MEETING** of the Members of **NIWAS HOUSING FINANCE PRIVATE LIMITED** (FORMERLY, INDOSTAR HOME FINANCE PRIVATE LIMITED) is scheduled to be held at shorter notice on **TUESDAY, SEPTEMBER 30, 2025 AT 3:00 P.M. (IST)** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**AOVM**") to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, along with the report(s) 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, 2025 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint a Director in place of Mr. Shreejit Menon (DIN: 08089220), who retires by rotation and, being eligible, offers 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. Shreejit Menon (DIN: 08089220), who retires by rotation at the 10th Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3. ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER 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 Sections 23, 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 Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (**“HFC Master 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 Master Circular for issue and listing of Non-convertible Securities, Securitised 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 / may be constituted by the Board of Directors 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, under 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 only), within the overall borrowing limits 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.”

4. INCREASE IN THE 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 special resolution passed by the Members at 7th Annual General Meeting of the Company held on September 21, 2022 and pursuant to (i) the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies

Act, 2013 read with applicable Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and other applicable directions, guidelines, circulars, notifications issued by the Reserve Bank of India and the National Housing Bank; (iii) the provisions of the Memorandum of Association and the Articles of Association of the Company; (iv) the Foreign Exchange Management Act, 1999 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); and (v) 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 / may be constituted by the Board of Directors 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 authorized by the Board in this regard), to borrow any sum or sums of monies, from time to time, whether in Indian Rupees or in foreign currency, in any form or manner and / or in one or more tranches, by way of fund based or non-fund based assistance, including but not limited to, by way of term loan / guarantees / working capital facilities / overdraft facilities / lines of credit / inter corporate deposit / credit facilities / external commercial borrowings / financial assistance from banks / financial institutions / entities / persons and / or any other lenders, issue of convertible or non-convertible instruments or securities / commercial papers and /or in any other form, to such eligible person(s), upon such terms and conditions as to interest, repayment, tenor, security, or otherwise, as the Board may determine and think fit, such that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, however provided that the monies borrowed and outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed, at any point in time, a sum equivalent to ₹ 4,000 crore (Rupees four thousand crore only), over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium 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 and intent that they shall be deemed to have given their approval thereto, expressly by the authority of this resolution.”

5. SALE / ASSIGNMENT / SECURITISATION OF LOAN RECEIVABLES OF THE COMPANY UP TO ₹ 800 CRORE IN A FINANCIAL YEAR

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder (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; and (iii) 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 / may be constituted by the Board of Directors 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 sell / assign / securitize, present and / or future loan receivables of the Company, to such persons / entities, in such form and manner and upon such terms and conditions as the Board may determine and think fit, such that the aggregate amount of such sale / assignment / securitisation transactions shall not exceed ₹ 800 crore (Rupees eight hundred crore only), during a financial year;

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 and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. FURTHER ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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 23, Section 42, Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (**“the Act”**); (ii) Share Purchase Agreement dated September 19, 2024 executed amongst the Company, IndoStar Capital Finance Limited (**“ICFL”**), and Witkopeend B.V. (iii) all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act 1999 or any other authority; (iv) the Memorandum of Association and the Articles of Association of the Company; (v) such other rules, regulations, guidelines, laws and acts as applicable in this regard; and (vi) subject to the approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the appropriate regulatory authorities / institutions / bodies and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions / bodies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee constituted / may be constituted by the Board of

Directors 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), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot:

1. upto 26,40,000 fully paid-up equity share at an issue price of INR 37.91 (Rupees thirty seven and ninety one paise only) including a premium of INR 27.91 (Rupees twenty seven and ninety one paise only) per equity share, which is not less than the fair market value of such share determined on the basis of valuation report by a registered valuer under the Act, aggregating up to INR 10,00,82,400 (Rupees ten crore eighty two thousand and four hundred only) to Matterhorn India Opportunity Fund by way of preferential allotment;
2. upto 50,16,000 partly paid-up equity share at an issue price of INR 37.91 (Rupees thirty seven and ninety one paise only) including a premium of INR 27.91 (Rupees twenty seven and ninety one paise only) per equity share which is not less than the fair market value of such share determined on the basis of valuation report by a registered valuer under the Act, aggregating up to INR 19,01,56,560 (Rupees nineteen crore one lakh fifty six thousand five hundred and sixty only) to following people at INR 3.791 per share payable on application and balance to be payable within 3 years from the date of receipt of application money by way of preferential allotment:

S.N.	Name of Co-Investor Shareholder	No. of shares	Price per share	Consideration (INR)	Payable on application (10%)
					(INR)
1.	Mr. K.R. Kamath	13,20,000	37.91	5,00,41,200	50,04,120
2.	Mr. Joseph Conrad Agnelo D'Souza	13,20,000	37.91	5,00,41,200	50,04,120
3.	Mr. Shreejit Menon	13,20,000	37.91	5,00,41,200	50,04,120
4.	Mr. Shripad Ravindra Desai	5,28,000	37.91	2,00,16,480	20,01,648
5.	Mr. Pushkar Dattatray Joshi	5,28,000	37.91	2,00,16,480	20,01,648

collectively referred to as (“Issue”)

RESOLVED FURTHER THAT subject to the provisions of the Articles of Association of the Company, the equity shares to be allotted pursuant to the Issue shall rank pari pasu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution(s) the Board be and is hereby authorised on behalf of the Company to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, without being required to seek any fresh approval of the

Members of the Company, including but not limited to (i) finalise and issue the private placement offer letter; (ii) to approve the appointment of depositories, intermediaries, consultants, attorneys, lawyers and such other agencies; (iii) to execute deeds, documents, writings, papers, applications and forms on behalf of the Company; (iv) call money from the allottees within the approved period (v) to settle all questions, difficulties or doubts that may arise in connection with the Issue including pricing, allotment of equity shares, utilization of the subscription amount and other matters; (vi) to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the Issue; (vii) to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and (viii) to provide certified true copy of this resolution(s) to any entity / regulator;

RESOLVED FURTHER THAT all actions taken by the Board for the purpose of the Issue or in connection with any matter(s) referred to or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

7. CONVERSION OF STATUS OF THE COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

RESOLVED FURTHER THAT pursuant to (i) the provisions of Sections 18 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”); (ii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, and notifications; and subject to such other consent(s), permission(s) or sanction(s) as may be required including of regulators, lender etc.; the change in the status of the Company to a Public Limited Company, and consequent change in the name of the Company from “NIWAS HOUSING FINANCE PRIVATE LIMITED” to “NIWAS HOUSING FINANCE LIMITED”, be and is hereby approved;

“RESOLVED FURTHER THAT pursuant to (i) the provisions of Sections 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”); (ii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, and notifications; and subject to such other consent(s), permission(s) or sanction(s) as may be required the consent of the Members, be and is hereby accorded to make the below amendment in the Memorandum of Association (“**MOA**”) and Articles of Association (“**AOA**”) of the Company:

MOA

The existing name clause of the Company shall be modified to read as “Niwás Housing Finance Limited”.

AOA

The existing Articles of Association of the Company be altered as under:

- a. The name of the Company wherever appearing as "Niwas Housing Finance Private Limited" shall be substituted with "Niwas Housing Finance Limited".
- b. The existing Article 1 shall be modified to read as under:

The regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013, as amended from time to time, in so far as they are applicable to a public company, shall apply to Niwas Housing Finance Limited and shall be deemed to be incorporated by reference herein, save in so far as such regulations are expressly or by implication excluded by these Articles.

- c. The existing Article 3 with respect to "Private Company" shall be deleted.

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 and 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 Private Limited**
(Formerly, IndoStar Home Finance Private Limited)

Sd/-

Panth Joshi
Company Secretary
(Membership No: A71294)

Place: Mumbai

Date: September 16, 2025

Registered Office:

Unit No. 305, 3rd Floor,

Wing 2/E, Corporate Avenue, Andheri-Ghatkopar Link Road,
Chakala, Mumbai City, Maharashtra- 400 093.

Notes:

1. The General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 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"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), MCA Circulars, this Annual General Meeting 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 Companies Act, 2013 (**"Act"**), and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**"Secretarial Standards"**) in respect of the Special Business(es) as set out in the Notice convening the 10th Annual General Meeting of the Company (**"AGM Notice"**), is annexed hereto and forms part of the AGM Notice.
3. Pursuant to Section 101 of the Act, consent to convene the meeting at shorter notice has been obtained from the Members of the Company.
4. Pursuant to the MCA Circulars and in compliance with the applicable provisions of the Act, the 10th 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.
5. 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.
6. In compliance with the provisions of the Act and MCA Circulars, the AGM shall be conducted through Video Conferencing via the Webex platform and the members who 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.
7. The Members are requested to click on the link sent to their registered E-mail ID for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.
8. In case of a poll on the resolution set out in the AGM Notice, members are required to convey their vote by e-mail at nhf.secretarial@niwashfc.com.

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 Member(s) intending to send their authorised representative(s) to attend the AGM are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Act at nhf.secretarial@niwashfc.com.
11. 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 for Saturday(s) up to and including the date of AGM.

Members who wish to inspect any of the abovementioned documents may write to the Company Secretary & Compliance Officer at nhf.secretarial@niwashfc.com to inspect the same.
12. Information with respect to Mr. Shreejit Menon seeking re-appointment as Director(s) at this AGM, as required under the Secretarial Standards is annexed hereto and forms part of the AGM Notice.
13. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**ANNEXURE TO THE NOTICE CONVENING 10TH ANNUAL GENERAL MEETING OF THE COMPANY
("AGM NOTICE")**

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

ITEM NO. 3

Issue of Non-Convertible Debentures under Private Placement

Members at the 9th Annual General Meeting of the Company held on September 13, 2024, had accorded their approval to create / invite / offer / issue / allot upto such number of Non-Convertible Debentures ("**NCDs**"), under private placement, 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 (one) year commencing from the date of passing of special resolution at the aforesaid Annual General Meeting, does not exceed ₹ 1,000 crore (Rupees one thousand crore only).

Members are requested to note that the aforesaid approval accorded by the Members of the Company for the issue of NCDs under private placement was valid for a period of one year from the date of approval by the Members of the Company i.e. upto September 12, 2025.

In order to enable the Company to raise funds by way of issuance of NCDs under private placement, the Board of Directors of the Company at its meeting held on August 12, 2025, subject to the approval of the Members of the Company, accorded its approval to create / invite / offer / issue / allot upto such number of NCDs, whether secured or unsecured, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) 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 (Indian Rupees five hundred crore only) within the overall borrowing limits approved by the Members of the Company.

Further, the Board of Directors have authorised the Board Executive Committee to undertake all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under 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.

In terms of Section 42 of the Companies Act, 2013 ("**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 NCDs) through private placement unless the proposal has been previously approved by the members of the Company, by way of special resolution. Further, in case of offer or invitation to subscribe NCDs it shall be sufficient if a company passes a previous special resolution only once in a year for all the offers or invitations to subscribe NCDs during the year.

Accordingly, it is proposed to seek approval of the Members of the Company in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to create / invite / offer / issue / allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year 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) within the overall borrowing limits of the Company.

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 the NCDs that may be subscribed by any Directors or Key Managerial Personnel of the Company or their relatives or any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

ITEM NO. 4

Members at the 7th Annual General Meeting held on September 21, 2022 had accorded their approval to the Board of Directors of the Company to undertake borrowings for the Company, from time to time, not exceeding ₹ 3,000 crore (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

Members are requested to note that (i) considering the Annual Business Plan of the Company for the Financial Year 2025-26; (ii) requirement of additional funds for the coming years to support meaningful scale and growth of loan asset portfolio; and (iii) to enable an active borrowing programme allowing the Company to access funds from various lenders at competitive rates, the Board of Directors of the Company at its meeting held on August 12, 2025, subject to approval of Members of the Company, accorded its approval for increase in overall borrowing limits of the Company to ₹ 4,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

Members are requested to note that in terms of Section 180(1)(c) of the Act, the Company would require prior approval of the Members of the Company, by way of special resolution, to borrow monies together with the monies already borrowed, in excess of its paid-up share capital, free reserves and securities premium of the Company.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 180(1)(c) of the Act to undertake borrowings in excess of the paid-up share capital, free reserves and securities premium of the Company, such that the money or monies to be borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) together with the monies already borrowed and outstanding does not, at any point in

time, exceed a sum equivalent to ₹ 4,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

The Board of Directors recommends the resolution set out at Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, 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. 4 of the AGM Notice, except to the extent of any borrowings that may be availed by the Company from any entity in which any of the Directors, Key Managerial Personnel or their relatives may be concerned or interested in any capacity.

ITEM NO. 5

Members are requested to note that considering expansion of Company's business, the need for additional sources of funds and to enhance its liquidity position the Company may raise funds by way of sale / assignment / securitisation of its loan receivables to other persons / entities which may result into disposal of undertaking as defined in explanation to section 180(1)(a) of the Act.

Members are further requested to note that in terms of Section 180(1)(a) of the Companies Act, 2013 read with rules framed thereunder the Company would require prior approval of members of the Company by way of special resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

In light of the above and in order to be able to explore opportunities of fund raising by way of sale / assignment / securitisation of loan receivables, the Board of Directors of the Company at its meeting held on August 12, 2025, subject to the approval of the Members of the Company, accorded its approval to increase the limit to sell / assign / securitize present and / or future loan receivables of the Company, from ₹ 500 crore (Rupees five hundred crore only) to ₹ 800 (Rupees eight hundred crore only) during a financial year.

The members are requested to note that such transactions of sale / assignment / securitisation of loan receivables to the proposed amount results in disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Act, hence it is proposed to seek approval of the Members to sell / assign / securitize present and / or future loan receivables of the Company for an aggregate amount not exceeding ₹ 800 crore (Rupees eight hundred crore only) during a financial year.

The Board recommends the resolution set out at Item No. 5 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. 5 of the AGM Notice, except to the extent of any transaction of sale / assignment / securitization of loan receivables that may be executed by the Company with any entity in which

any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

ITEM NO. 6

Members are requested to note that the Board of Directors of the Company at their meeting held on Tuesday, September 16, 2025, subject to approval of the members and such other consent(s), permission(s) or sanction(s) as may be required accorded their approval for the following:

1. Issue of upto 26,40,000 fully paid-up equity share at an issue price of INR 37.91 (Rupees thirty seven and ninety one paise only) including a premium of INR 27.91 (Rupees twenty seven and ninety one paise only) per equity share aggregating up to INR 10,00,82,400 (Rupees ten crore eighty two thousand and four hundred only) to Matterhorn India Opportunity Fund;
2. Issue of upto 50,16,000 partly paid-up equity share at an issue price of INR 37.91 (Rupees thirty seven and ninety one paise only) including a premium of INR 27.91 (Rupees twenty seven and ninety one paise only) per equity share aggregating up to INR 19,01,56,560 (Rupees nineteen crore one lakh fifty six thousand five hundred and sixty only) to following people at INR 3.791 per share payable on application and balance within 3 years from the date of receipt of application money as may be decided by the Board:

S.N.	Name of Co-Investor Shareholder	No. of shares	Price per share	Consideration (INR)	Payable on application (10%)
					(INR)
1.	Mr. K.R. Kamath	13,20,000	37.91	5,00,41,200	50,04,120
2.	Mr. Joseph Conrad Agnelo D'Souza	13,20,000	37.91	5,00,41,200	50,04,120
3.	Mr. Shreejit Menon	13,20,000	37.91	5,00,41,200	50,04,120
4.	Mr. Shripad Ravindra Desai	5,28,000	37.91	2,00,16,480	20,01,648
5.	Mr. Pushkar Dattatray Joshi	5,28,000	37.91	2,00,16,480	20,01,648

Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, a company, if it is authorised by a special resolution from its members, can offer shares to any persons, whether or not those persons include the existing members of the Company, for cash or for a consideration other than cash, if the price of such shares is determined by a valuation report by registered valuer.

Members are further requested to note that proposed issue price of INR 37.91/- per equity shares is higher than the fair market value determined by the registered valuer under Companies Act, 2013.

Members are requested to note that in accordance with Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other provisions as may be applicable the broad details of the proposed preferential issue of the equity shares are as under:

The objects of the issue	Growth of the Company & General corporate purposes
The total number of shares or other securities to be issued	26,40,000 fully paid-up and 50,16,000 partly paid-up equity shares
The price or price band at / within which the allotment is proposed	INR 37.91 per share
Basis or justification on which price (including premium) has been arrived at along with the report of the registered valuer	The price per share to be issued pursuant to private placement is fixed at INR 37.91 (Rupees thirty seven and ninety one paise Only) (including a premium of INR 27.91 (Rupees twenty seven and ninety one paise only) per share, being a price at which the shares were recently acquired by the promoters of the Company which is not less than the fair market value as determined by SEBI Category I Merchant Banker and the Registered Valuer as appointed by the Company under Companies Act 2013.
Relevant date with reference to which the price has been arrived at	N.A.
The class or classes of persons to whom the allotment is proposed to be made	Non-Promoter, Indian Individual Resident and Non-Promoter, Limited Liability Partnership
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The equity shares are proposed to be offered to following Directors and Key Managerial Personnel of the Company: 1. Mr. K.R. Kamath – Chairman & Non-Executive Independent Director 2. Mr. Conrad D’Souza – Non-Executive Independent Director 3. Mr. Shreejit Menon – Whole-Time Director & CEO 4. Mr. Pushkar Joshi – Chief Financial

	Officer Apart from above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under this Preferential Allotment.														
The proposed time within which the allotment shall be completed	Within 60 days from the date of passing of Special Resolution.														
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table> <tr> <th>Name of the proposed allottee</th><th>% of holding post this preferential issue</th></tr> <tr> <td>Matterhorn India Opportunity Fund</td><td>0.5</td></tr> <tr> <td>Mr. K.R. Kamath</td><td>0.3</td></tr> <tr> <td>Mr. Joseph Conrad Agnelo D'Souza</td><td>0.3</td></tr> <tr> <td>Mr. Shreejit Menon</td><td>0.3</td></tr> <tr> <td>Mr. Shripad Ravindra Desai</td><td>0.1</td></tr> <tr> <td>Mr. Pushkar Dattatray Joshi</td><td>0.1</td></tr> </table>	Name of the proposed allottee	% of holding post this preferential issue	Matterhorn India Opportunity Fund	0.5	Mr. K.R. Kamath	0.3	Mr. Joseph Conrad Agnelo D'Souza	0.3	Mr. Shreejit Menon	0.3	Mr. Shripad Ravindra Desai	0.1	Mr. Pushkar Dattatray Joshi	0.1
Name of the proposed allottee	% of holding post this preferential issue														
Matterhorn India Opportunity Fund	0.5														
Mr. K.R. Kamath	0.3														
Mr. Joseph Conrad Agnelo D'Souza	0.3														
Mr. Shreejit Menon	0.3														
Mr. Shripad Ravindra Desai	0.1														
Mr. Pushkar Dattatray Joshi	0.1														
The change in control, if any, in the Company that would occur consequent to the preferential offer	No change in control would occur consequent to the preferential offer														
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	1 shareholder detailed as below: 6,59,45,661 equity shares were issued to Witkopeend B.V., for cash on a preferential basis at a price of INR 37.91 per share.														
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable														

Pre issue and post issue shareholding pattern of the Company:

Sr. No.	Name of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
		No. of Shares	% of Holding		No. of Shares	% of Holding
1.	Matterhorn India Opportunity Fund	0	0	26,40,000	26,40,000	0.5
2.	K.R. Kamath	0	0	13,20,000	13,20,000	0.3
3.	Joseph Conrad Agnelo D'Souza	0	0	13,20,000	13,20,000	0.3
4.	Shreejit Menon	0	0	13,20,000	13,20,000	0.3
5.	Shripad Ravindra Desai	0	0	5,28,000	5,28,000	0.1
6.	Pushkar Dattatray Joshi	0	0	5,28,000	5,28,000	0.1

The Board recommends the resolution set out at Item No. 6 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. 6 of the AGM Notice, except to the extent of subscription of equity shares by few directors and KMP as specified above on preferential basis.

ITEM NO. 7

The Members are requested to note that the Company has over a couple of years reached new heights and is in the stage of extensive growth and expansion and hence in order to invite new funding facilities and tap new opportunities, it is proposed to convert the Company from Private Limited to Public Limited and consequent alteration in Memorandum of Association & Articles of Association of the Company.

The Members are further requested to note that as per the provisions of Section 4, Section 13 and Section 14 of the Companies Act, 2013 and the rules made thereunder, the conversion of the Company from Private Limited to Public Limited and consequent alteration in Memorandum of Association and Articles of Association of the Company requires approval of the Members of the Company vide special resolution.

Accordingly, the Board recommends the resolution set out at Item No. 7 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. 7 of the AGM Notice.

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

Sd/-

Panth Joshi
Company Secretary
(Membership No: A71294)

Place: Mumbai

Date: September 16, 2025

Registered Office:

Unit No. 305, 3rd Floor,

Wing 2/E, Corporate Avenue, Andheri-Ghatkopar Link Road,
Chakala, Mumbai City, Maharashtra- 400 093.

ANNEXURE TO THE NOTICE CONVENING THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY

INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECRETARIAL STANDARDS – 2:

Name of the Director(s)	Mr. Shreejit Menon
Age	49 years
Date of first Appointment on the Board of the Company	Appointed as Whole-Time Director on the Board of Directors of the Company on March 19, 2018 and re-appointed for further period of 5 years w.e.f. March 19, 2023.
Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas	Mr. Shreejit Menon holds a Bachelor’ s degree in Commerce and Master’ s degree in Management Studies from University of Mumbai. Mr. Menon joined the Company in May 2, 2017 as Head - Affordable Home Finance and was later appointed as Whole-Time Director on March 19, 2018. He has several years of experience with financial institutions like Religare Housing Development Finance Corporation Limited, Muthoot Housing Finance Company Limited and HSBC Limited.
Terms and Conditions of appointment / re-appointment	Mr. Menon is liable to retire by rotation.
Remuneration sought to be paid	As per existing approved terms of appointment.
Remuneration last drawn (FY 2024-25)	Please refer to the Report on Corporate Governance.
Shareholding in the Company	Nil
Relationship with other Directors / Managers / Key Managerial Personnel	None of the Directors of the Company are <i>inter-se</i> related to each other or with the Key Managerial Personnel of the Company.
No. of Board Meetings attended during the financial year 2024-25	6(6)
Other Directorships	-
Membership / Chairmanship of Committees of other Boards	-