

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the Twenty-Fourth Extraordinary General Meeting ('EGM') of the Members of Nivara Home Finance Limited ('the Company') will be held on **Saturday, 30th March 2024 at 05:30 p.m. (IST)** through Video Conferencing (VC) or other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

Item No:1

To approve alteration of the Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time), provisions of the share subscription agreement dated February 24, 2024 executed with Baring Private Equity India AIF 2, Baring Private Equity India AIF 2 Co-Invest, and other shareholders of the Company and in accordance with the Memorandum of Association of the Company, the consent of the Members be and is hereby accorded, to alter the Articles of Association of the Company as per the draft attached hereinafter as Annexure I, which incorporates the terms of the shareholders agreement dated February 24, 2024 executed by the Company with Baring Private Equity India AIF 2, Baring Private Equity India AIF 2 Co-Invest, and other shareholders .

RESOLVED FURTHER THAT the draft altered Articles as tabled before the Members be and is hereby adopted as the 'Articles of Association' of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any director of the Company, Chief Financial Officer or Company Secretary be and are hereby authorised to do all acts, deeds and things, execute and deliver all forms, applications, certificates and documents, issue certified true copies of this resolution and share the same with all those concerned and to take all steps and give such directions which may be deemed fit by them in their absolute discretion, including making relevant filings with the Registrar of Companies and intimations to any statutory authorities, if required in this regard."

Item No:2

To approve appointment of Ms. Debanshi Basu (DIN: 07135074) as a Nominee Director (Category: Non-Executive) representing BPEP Investors of the Company.

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

"RESOLVED THAT pursuant to Section 152, Section 161 and such other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Companies Act, 2013 and other applicable laws, rules

Registered Office



and regulations (including any statutory modification(s) or re-enactment thereof), the Articles of Association of the Company and the Shareholders agreement dated February 24, 2024, executed by the Company with Baring Private Equity India AIF 2, Baring Private Equity India AIF 2 Co-Invest, and other shareholders and based on the recommendation of the Nomination and Remuneration Committee and the Board, Ms. Debanshi Basu , bearing DIN: 07135074, who was appointed as an Additional Director at the Board Meeting held on March 30, 2024 be and is hereby confirmed and appointed as a Non-Executive Director on the Board of the Company with effect from the close of this extraordinary general meeting, as a nominee of Baring Private Equity India AIF 2 and Baring Private Equity India AIF 2 Co-Invest.

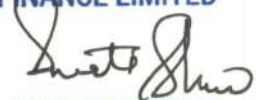
RESOLVED FURTHER THAT any director of the Company, Chief Financial Officer, Company Secretary be and is hereby severally authorized to file all prescribed forms, returns, documents, applications and deeds with the requisite authorities, including Registrar of Companies, Ministry of Corporate Affairs, National Housing Bank along with the requisite fees, and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution, including entering the name of Ms. Debanshi Basu , bearing DIN: 07135074, in the register of directors of the Company, filing Form DIR-12 with the Registrar of Companies and also further to comply with the requirements, if any, under the Companies Act, 2013 or any other applicable laws, statutes, rules or regulations.

RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by any one of the Directors of the Company be furnished to all such authorities, agencies and parties as may be required from time to time in connection with the above resolution.”



By Order of the Board of Directors
For Nivara Home Finance Limited

For NIVARA HOME FINANCE LIMITED



COMPANY SECRETARY
SWATI SHAW
M.No: A62052

Swati Shaw
Company Secretary
M. No. A62052

Place: Bangalore
Date: 30.03.2024

Registered Office

Notes:

1. In view of the General Circular vide No. 09/2023 issued by the Ministry of Corporate ('MCA') dated 25th September, 2023 read with the relevant MCA Circulars, the MCA permitted the holding of the Extra-Ordinary General Meeting ('EGM') through Video Conferencing/Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue upto 30th September, 2024. Accordingly, in compliance with the General Circular No. 20/2020 dated 5th May, 2020 and the provisions of the Companies Act, 2013, this EGM of the Company is being conducted through VC/OAVM.
2. Since this EGM is being held through VC/OAVM facility, physical attendance of the members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast the vote for the members is not available at this EGM and hence Proxy Forms & Attendance Slips are not annexed to this Notice.
3. The attendance of the Members attending the EGM through Video Conferencing/Other Audio Visual Means will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
4. The details of VC/OVAM link for joining this meeting shall be communicated to the Members separately through e-mail.
5. The Statutory Registers, as applicable to the Company, are available for inspection through electronic mode. Members desiring inspection of Statutory Registers during the EGM may send their request in writing to the Company at swati.s@nivarahousing.com.
6. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto.



By Order of the Board of Directors
For Nivara Home Finance Limited

For NIVARA HOME FINANCE LIMITED


COMPANY SECRETARY
SWATI SHAW
M.No: A62052

Swati Shaw
Company Secretary
M. No. A62052

Place: Bangalore
Date: 30.03.2024

Registered Office

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

Apropos to the execution of the Shareholders Agreement (the 'Agreement') executed between the Company with Baring Private Equity India AIF 2, Baring Private Equity India AIF 2 Co-Invest, and other shareholders, it is pertinent that the Articles of Association ('AOA') of the Company be restated and aligned with the extant clauses of the Agreement ("Restated AOA"). However, the restatement of AOA is dealt with under Section 14 of the Companies Act, (as amended from time to time) and requires a Special Resolution to be passed in the General Meeting of the members.

The Restated AOA forms part of the Notice and is attached herewith as Annexure I. The Board has granted its approval to the restatement of Articles vide resolution dated March 30, 2024. Now, the approval of the members of the Company is sought, by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013, for adoption of the Restated AOA.

Draft of the Restated AOA proposed to be restated shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company between 10.00 A.M. and 05.00 P.M. on any working day except Saturday and Sunday. None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested in above resolutions.

The Board recommends passing of the Resolutions at item no. 1 as **Special Resolution** by the Members.

Item No. 2

Pursuant to the Shareholders Agreement (the 'Agreement') executed between the Company with Baring Private Equity India AIF 2, Baring Private Equity India AIF 2 Co-Invest, and other shareholders, the Board recommends that Ms. Debanshi Basu, bearing DIN 07135074, be appointed as a Non-Executive Director at the Board, as a nominee of Baring Private Equity India AIF 2 and Baring Private Equity India AIF 2 Co-Invest in accordance with the provisions of the Companies Act, 2013.

The Board vide a Resolution passed on March 30, 2024, had taken on record the nomination by Baring Private Equity India AIF 2 and Baring Private Equity India AIF 2 Co-Invest to be its nominee director on the Board of the Company. Now, your approval by means of an Ordinary Resolution is sought for this purpose.

The details in terms of Secretarial Standard 2 are as follows:

Sl. No	Particulars	
1	Age	42
2	Nationality	Indian
3	Educational Qualifications	Chartered Accountant, Bachelor's in Commerce from Osmania University
4	Professional Experience	Ms. Debanshi Basu has over 21 years of experience encompassing private equity investments, investment banking and audit and assurance services. She has worked in various roles with prominent organizations like Baring,

Registered Office :

Nivara Home Finance Ltd., No. 22, 23, 24, 25/101/3, 3rd Floor, BNR Complex, Sri Rama Layout, Opp. RBI Layout, 7th Phase, J.P. Nagar, Bangalore - 560 078 | CIN No : U65922KA2014PLC077547
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			Goldman Sachs and Ernst & Young. At Baring India, she heads financial services investments and specializes in some other sectors as well.
5	Expertise		Ms. Debanshi Basu has extensive M&A execution and capital markets experience from her time spent in Goldman Sachs Mumbai and New York offices, and was part of Goldman Sach's first investment banking team in Mumbai. Apart from the Company, she has also served on the boards of other Baring portfolio companies
6	Terms & appointment	Conditions of	Representative of BPEP Investors on the Board, Non-Executive Director, not liable to retire by rotation.
7	Details of remuneration		As mutually agreed between the Company & BPEP Investors from time to time.
8	Remuneration last drawn, if applicable		Nil
9	Date of first appointment on the Board		30 th March, 2024
10	Date of appointment		30 th March, 2024
11	Shareholding in the Company (%)		Nil
12	Relationship with other Directors, Manager and other KMPs		Nil
13	No. of meetings of the Board attended during the year		Nil
14	Details of directorship in other Companies		3
15	Membership/Chairmanship of Committees of other Boards		Nil

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested in above resolution.

The Board recommends passing of the Resolutions at item no. 2 as **Ordinary Resolution** by the Members.



By Order of the Board of Directors
For Nivara Home Finance Limited



Swati Shaw
Company Secretary
M. No. A62052

Place: Bangalore
Date: 30.03.2024