

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the Twenty-Second Extraordinary General Meeting of the Members of Nivara Home Finance Limited ('the Company') will be held on **Sunday, 3rd March 2024** at **04.00 p.m.** through Video Conferencing(VC) or other Audio Visual Means(OAVM) to transact the following business:

SPECIAL BUSINESS

Item No 1: To approve alteration of Article 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 THAT pursuant to the provision of Section 14, 15 and all other applicable provisions, if any under the Companies Act, 2013 read with applicable Rules framed thereunder (including any amendment thereto re-enactment thereof), consent of members of the company be and is hereby accorded to alter article of association of the company, to empower article to reclassify share capital of the company and authorize issue of Equity Shares with Differential rights in the following manner:

The following clauses be inserted as new clause 5:

"The Company may issue the following kinds of share capital in accordance with these Articles, the Act, the Rules and other applicable laws:

- (a) *Equity share capital:*
(i) *with equal voting rights,*
(ii) *With differential rights as to dividend, voting or otherwise*
(b) *Preference share capital."*

The following clauses be inserted as new clause 13:

"Subject to the provisions of section 43 of the Act read with Rule 4 of the Companies (Share Capital & Debentures) Rules, 2014, the Company may issue Equity Shares with Differential Rights as to dividend, voting or otherwise on such terms & conditions and in such manner as the company before the issuance of the shares may, by ordinary resolution, determine."

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Article of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any of the Directors of the Company/ Mr. Srinivasan C V, CFO /Ms. Swati Shaw, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent.

For NIVARA HOME FINANCE LIMITED

Swati Shaw

COMPANY SECRETARY
SWATI SHAW
M.No: A62052



Registered Office

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary, or Chief Financial Officer of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary.”

Item No 2: Reclassification of Authorized Share Capital & Consequent Amendment to the Capital Clause in the Memorandum of Association of the Company.

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 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), and the Articles of Association of the Company (AOA), as 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 which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to reclassify the existing authorized share capital of the Company from INR 110,00,00,000/- (Rupees One Hundred and Ten Crores) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs 10/- (Rupees Ten) each to-

INR 89,98,00,000 (Rupees Eighty-Nine Crores and Ninety-Eight Lakhs) divided into 8,99,80,000 (Eight Crores Ninety-Nine Lakhs and Eighty Thousand) Equity Shares of INR. 10/- (Rupees Ten Only) each, and INR 2,00,000 (Rupees Two Lakhs) divided into 20,000 (Twenty Thousand) Equity Shares with Differential Rights as to dividend, voting or otherwise of INR. 10/- (Rupees Ten Only) each, and INR 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Compulsorily Convertible Preference Shares of INR.10 /- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 as under:

“5. The Authorized Share Capital of the Company is INR. 110,00,00,000/- (Rupees One Hundred and Ten Crores) divided into 11,00,00,000 (Eleven Crores) Shares of Rs 10/- (Rupees Ten) each comprising of:

INR 89,98,00,000 (Rupees Eighty-Nine Crores and Ninety-Eight Lakhs) divided into 8,99,80,000 (Eight Crores Ninety-Nine Lakhs and Eighty Thousand) Equity Shares of INR. 10/- (Rupees Ten Only) each

INR 2,00,000 (Rupees Two Lakhs) divided into 20,000 (Twenty Thousand) Equity Shares with Differential Rights as to dividend, voting or otherwise of INR. 10/- (Rupees Ten Only) each

INR 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Compulsorily Convertible Preference Shares of INR.10 /- (Rupees Ten Only) each, and

For NIVARA HOME FINANCE LIMITED


COMPANY SECRETARY
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the aforementioned shares shall have the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.

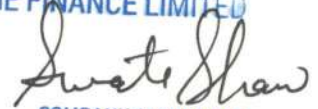
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Managing Director & CEO, the Chief Financial Officer and the Company Secretary are severally, on behalf of the Company, be and are hereby authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns and/or reports, or such other document as applicable or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary, or Chief Financial Officer of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary.”



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: 02.03.2024

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: U65922KA2014PLC077547
Tel: +91 80 2655 2822 / 77 | Email: contact@nivarahousing.com | www.nivarahousing.com

Notes:

1. 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.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The proxy form duly complete must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
4. The Members/Proxies should fill the Attendance Slip for attending the Meeting.



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: 02.03.2024

Registered Office

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013.

Item No 1 & 2: To approve alteration of Article of Association of the company and Reclassification of Authorized Share Capital & Consequent Amendment to the Capital Clause in the Memorandum of Association of the Company

The Present Authorized Share Capital of the Company is Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs 10/- (Rupees Ten) each as approved through a special resolution passed at the 20th Extra-Ordinary General Meeting dated 02.09.2023.

The Company is in process of raising Private equity in form of Differential Voting Rights (DVR) and Compulsory Convertible Preference Shares (CCPS) through execution of Share Subscription Agreement (SSA) & Shareholder Agreement (SHA) with "BARING PRIVATE EQUITY INDIA AIF 2" and "BARING PRIVATE EQUITY INDIA AIF 2 CO-INVEST" as approved by Board in the Meeting held on 21st February 2024.

As per the provisions of Sections 13,14 & 61 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders. On reclassification of share capital, it would be necessary to amend Articles of Association and Clause V of the Memorandum of Association. The resolution seeks approval of members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association & Articles of Association of the Company to bring below:

To insert new clause 5 in AOA:

"The Company may issue the following kinds of share capital in accordance with these Articles, the Act, the Rules and other applicable laws:

- (a) Equity share capital:
- (ii) with equal voting rights,
- (iii) With differential rights as to dividend, voting or otherwise
- (b) Preference share capital."

To insert new clause 13 in AOA:

"Subject to the provisions of section 43 of the Act read with Rule 4 of the Companies (Share Capital & Debentures) Rules, 2014, the Company may issue Equity Shares with Differential Rights as to dividend, voting or otherwise on such terms & conditions and in such manner as the company before the issuance of the shares may, by ordinary resolution, determine."

Amendment in clause 5 of MOA as under:

"5. The Authorized Share Capital of the Company is INR. 110,00,00,000/- (Rupees One Hundred and Ten Crores) divided into 11,00,00,000 (Eleven Crores) Shares of Rs 10/- (Rupees Ten) each comprising of:

For NIVARA HOME FINANCE LIMITED


COMPANY SECRETARY
SWATI SHAW
M.No: A62052



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Tel: +91 80 2655 2822 / 77 | Email: contact@nivarahousing.com | www.nivarahousing.com

INR 89,98,00,000 (Rupees Eighty-Nine Crores and Ninety-Eight Lakhs) divided into 8,99,80,000 (Eight Crores Ninety-Nine Lakhs and Eighty Thousand) Equity Shares of INR. 10/- (Rupees Ten Only) each

INR 2,00,000 (Rupees Two Lakhs) divided into 20,000 (Twenty Thousand) Equity Shares with Differential Rights as to dividend, voting or otherwise of INR. 10/- (Rupees Ten Only) each

INR 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Compulsorily Convertible Preference Shares of INR.10 /- (Rupees Ten Only) each, and

the aforementioned shares shall have the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, and their relatives to whom the resolution relates, is interested or concerned in the resolution.


The Board of Directors of your Company recommends the Special Resolutions as set out in Item No. 01 & 02 in the accompanied notice for approval of the Shareholders.



Place: Bangalore
Date: 02.03.2024

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
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