



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 04/FY 2017-18 of the Members of ManiBhavnam Home Finance India Private Limited will be held at shorter notice on Monday, 26th March, 2018 at 01:00 p.m. at the Registered Office of the Company at Farm No. 10, Tropical Drive, MG Road, Ghitori, New Delhi 110030, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

TO APPROVE ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS AND LETTER OF OFFER IN FORM PAS-4 & RECORD OF PRIVATE PLACEMENT IN FORM PAS-5

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

“**RESOLVED THAT** pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other provisions as may be applicable for the time being in force, the consent of the Members of the Company be and is hereby accorded for offering and issuing 29,60,000 (Twenty Nine Lakh and Sixty Thousand only) Equity Shares of Rs. 10/- each amounting to Rs. 2,96,00,000/- (Rupees Two Crores and Ninety-Six Lakhs only) and that the draft Letter of Offer in Form PAS -4 for issue of such securities and record of Private Placement in Form PAS-5 is hereby approved:

Sr. No.	Name of Offerees	No. of Equity Shares	Nominal Value (Rs.)	Amount of Investment (Rs.)
1.	Mr. Sanjeev Mehta	5,00,000	10/-	50,00,000
2.	Mrs. Madhu Mehta	12,10,000	10/-	1,21,00,000
3.	Mrs. Kiran Mehta	12,50,000	10/-	1,25,00,000
	Total	29,60,000		2,96,00,000

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and circulate the Letter of Offer in Form PAS-4 along with the application form to offerees, whose name is recorded in Form PAS-5 i.e. Record of Private Placement Offer;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental thereto.”

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Head Office: N-2, Second Floor, South Extension-I, New Delhi 110049
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CIN : U65990DL2016PTC298946
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www.manibhavnam.com

ITEM NO. 2

INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF
MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13, read with Section 61 and 64 of the Companies Act, 2013, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and applicable provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only);

RESOLVED FURTHER THAT the "Clause V" of the Memorandum of Association of the Company be altered to read as follows:

V "The Authorised Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore and Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten) each."

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file Form SH-7 and such other relevant documents, as may be required, with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may be required for giving effect to the aforesaid resolution."

By order of the Board of Directors



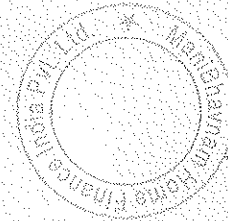
Jasleen Kaur

Company Secretary

Membership no: A45641

Address: 402/25 Orchid petals,

Sector 49, Gurgaon-122018



Date: 24.03.2018

Place: New Delhi

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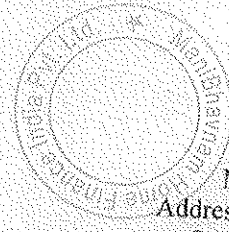
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED WHICH, IF USED, SHOULD BE SUBMITTED TO THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING DULY STAMPED AND SIGNED.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Ordinary Business to be transacted at the Meeting is annexed hereto.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Members are requested to notify their change of address, if any to the Company immediately.
5. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act.
6. The route map of the venue of the Extra Ordinary General Meeting is enclosed and forms part of Notice of this meeting.
7. All documents referred to in the accompanying Notice shall be open for inspection at Office of the Company during normal business hours (9:30 A.M. to 6:30 P.M.) on the date of the Extra Ordinary General Meeting of the Company.

By order of the Board of Directors



Jasleen Kaur

Jasleen Kaur

Company Secretary

Membership no: A45641

Address: 402/25 Orchid petals,

Sector 49, Gurgaon-122018

Date: 24.03.2018

Place: New Delhi

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

TO APPROVE ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS AND LETTER OF OFFER IN FORM PAS-4 & RECORD OF PRIVATE PLACEMENT IN FORM PAS-5

The Company is foreseeing growth opportunities in the business and accordingly there is a need to raise additional funds to meet the monetary requirement. Therefore, the Board proposes to make an offer to the investors whose names are recorded in the record of Private Placement Offer in Form PAS-5, for issuance of 29,60,000 Equity Shares having face value of Rs. 10/- (Rupees Ten only) each at par, aggregating to an amount of Rs. 2,96,00,000/- (Rupees Two Crores and Ninety-Six Lakhs only), as per following details:

Sr. No.	Name of Offerees	No. of Equity Shares	Nominal Value (Rs.)	Amount of Investment (Rs.)
1.	Mr. Sanjeev Mehta	5,00,000	10/-	50,00,000
2.	Mrs. Madhu Mehta	12,10,000	10/-	1,21,00,000
3.	Mrs. Kiran Mehta	12,50,000	10/-	1,25,00,000
	Total	29,60,000		2,96,00,000

Rule 14 (2)(c) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that the value of offer or invitation per person shall not be less than Rs. 20,000/- (Rupees Twenty Thousand Only) of the face value of the securities.

The Board of Directors of the Company at its meeting held on 23rd March, 2018 approved the offer and issue of the above mentioned securities to offeree, subject to provisions of Section 42 the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014.

The details of the issue and price justification as per the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:-

1.	Objects of the issue	To raise funds for meeting the requirements of the Company's ongoing and future projects in order to take the benefit of the growth opportunities.
2.	Total number of securities to be issued	29,60,000 (Twenty Nine Lakh and Sixty Thousand only)
3.	Nature of shares	Equity Shares
4.	Price or Price band at/within which the allotment is proposed	29,60,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- per share
5.	Manner of Issue of shares	Private Placement Basis
6.	Basis on which the price has been arrived at	Issue price of the shares has been arrived based on

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	along with the report of the registered valuer	valuation report of the Registered Valuer (Chartered Accountants). Valuation report is enclosed with notice.
7.	Relevant date with reference to which the price has been arrived at	15 th January, 2018

Ms. Meghha Mehta and Mr. Ayyushman Mehta, Directors of the Company are interested in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of Section 2(53), the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a manager in this item.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the registered office of the Company.

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ITEM NO. 2:

INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

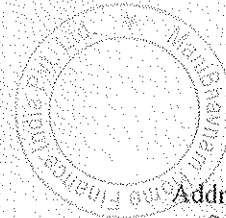
The present Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) of which the maximum amount is subscribed and paid by the Members. So, it is hereby proposed to increase the Authorized Share Capital of the Company from existing Rs. 25 crores to Rs. 35 crores to facilitate the further infusion of Capital by the Members of the Company.

The Board of Directors of the Company in their Board Meeting held on 23rd March, 2018 have proposed to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) and make consequent alteration in the Capital Clause of the Memorandum of Association of the Company.

According to Section 13 read with Section 61 and 64 of the Companies Act, 2013, Members approval by way of Ordinary Resolution is required for alteration of Memorandum of Association of the Company. The Board of Directors of the Company recommended the proposed resolution as set out at Item No. 1, by the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

By order of the Board of Directors



Jasleen Kaur

Jasleen Kaur
Company Secretary

Membership no: A45641

Address: 402/25 Orchid petals,
Sector 49, Gurgaon-122018

Date: 24.03.2018
Place: New Delhi

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Form No. MGT-11

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: U65990DL2016PTC298946

Name of the Company: Manibhavnam Home Finance India Private Limited

Registered Office: Farm No. 10, Tropical Drive, MG Road, Ghitorni, New Delhi 110030

Name of the Member(s):
Registered address:
E-mail Id:
Folio No:

I/ We being the member of Manibhavnam Home Finance India Private Limited, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra- Ordinary General Meeting No. 04/FY 2017-18 of Members of the Company to be held at shorter notice on Monday, 26th March, 2018 at 01:00 p.m. at the Registered Office of the Company at Farm No. 10, Tropical Drive, MG Road, Ghitorni, New Delhi 110030 and at any adjournment thereof in respect of such resolution.

Resolution no. 1 - to issue equity shares on Private Placement basis;

Resolution no. 2 - to approve increase in Authorised Share Capital of the Company.

Signed this day of..... 2018

Signature of Member

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, before the commencement of the Meeting.

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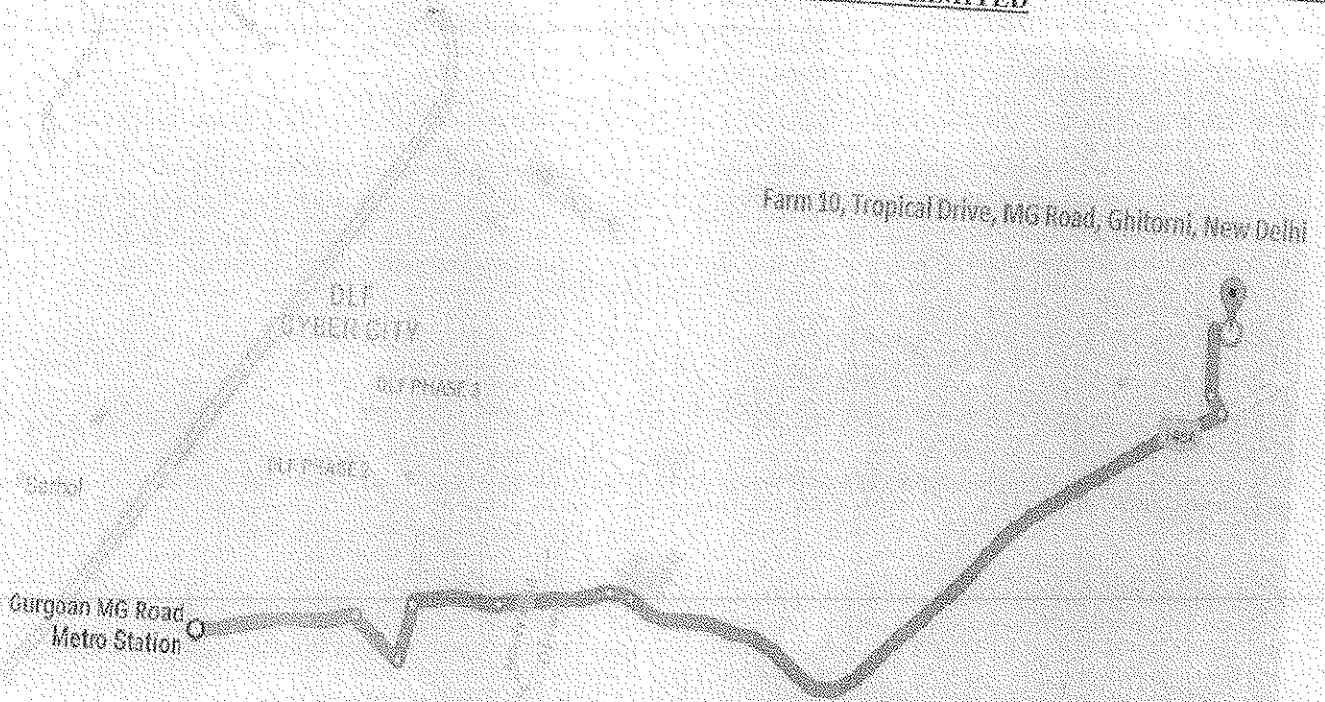
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ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING NO. 04/FY 2017-18 OF THE MEMBERS OF MANIBHAVNAM HOME FINANCE INDIA PRIVATE LIMITED



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