

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 01/FY 2019-20 of the Members of ManiBhavnam Home Finance India Private Limited will be held on **Tuesday, 25th February, 2020 at 12:00 p.m.** at the Office of the Company at **N-2, Second Floor, South Extension-I New Delhi 110049**, to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1

TO ALTER THE OBJECT 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 Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with Rules there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to approval of Registrar of Companies, NCT of Delhi & Haryana, the approval of members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company as follows:-

ALTERATION IN CLAUSE III (B) OF THE MEMORANDUM OF ASSOCIATION

Omission of following sub-clause 11. of the existing Clause III (B) of the Memorandum of Association of the Company-

"11. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on."

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other 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 ancillary or incidental thereto for giving effect to this resolution.”

Date: 13.01.2020
Place: Gurugram

By order of the Board of Directors



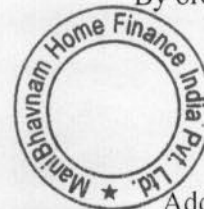
Jasleen Kaur
Company Secretary

Membership no: A45641
Address: 402/25 Orchid petals,
Sector 49, Gurgaon-122018

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 Special 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 route map of the venue of the Extra Ordinary General Meeting is enclosed and forms part of Notice of this meeting.
6. 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: 13.01.2020
Place: Gurugram

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

ITEM NO. 1:

TO ALTER THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board has proposed to alter the Object Clause of the Memorandum of Association of the Company, pursuant to the National Housing Bank's (NHB) observation made vide Letter dated 01st November, 2019 with reference no. NHB (ND)/HFC/ DRS/ Sup./ A-12146/ 2019, stating that the Para 11 of Memorandum of Association ("MOA") of the Company mentions that the Company can enter into partnership agreements, which is in contravention to the paragraph 32(A) of the NHB directions, 2010. Hence, the same is required to be altered.

The Board of Directors of the Company in their meeting held on 13th January, 2020, proposed to delete the sub clause 11. of Clause III (B) of the Memorandum of Association and make consequent alteration in the Object Clause of the Memorandum of Association of the Company subject to approval of the members of the Company.

According to Section 13 of the Companies Act, 2013, any alteration of Object Clause of Memorandum of Association of the Company requires approval of the shareholders by passing a Special Resolution. 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 a Special 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: 13.01.2020

Place: Gurugram

ManiBhavnam Home Finance India Private Limited

Registered Office: 10, Tropical Drive, MG Road, Ghitorni, New Delhi 110030

Head Office: N-2, Second Floor, South Extension-I, New Delhi 110049

T: 011-40521562, 011- 41640060

CIN : U65990DL2016PTC298946

customercare@manibhavnam.com

www.manibhavnam.com

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. 01/FY 2019-20 of Members of the Company to be held on **Tuesday, 25th February, 2020 at 12:00 p.m.** at the **Office of the Company at N-2, Second Floor, South Extension-I New Delhi 110049** and at any adjournment thereof in respect of such resolution:

RESOLUTION NO.1- TO ALTER THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Signed this day of..... 2020

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.

ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING NO. 01/FY 2019-20 OF THE MEMEBERS OF MANIBHAVNAM HOME FINANCE INDIA PRIVATE LIMITED

