



NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 02/FY 2017-18 of the Members of ManiBhavnam Home Finance India Private Limited will be held at shorter notice on Monday, 12th February, 2018 at 11:00 a.m. at its Registered Office situated at Farm No. 10, Tropical Drive MG Road, Ghitorni, 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, 7,50,000 (Seven Lakh and Fifty Thousand only) Equity Shares of Rs. 10/-, amounting to Rs. 75,00,000/- (Rupees Seventy Five 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.	Ms. Neha Verma	2,50,000	10/-	25,00,000/-
2.	Mr. Deepak Joshi	5,00,000	10/-	50,00,000/-
	Total	7,50,000		75,00,000/-

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 Ms. Neha Verma and Mr. Deepak Joshi, 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.”

By order of the Board of Directors



Jasleen Kaur

(Company Secretary)

Membership no: A45641

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

Date: 25.01.2018

Place: New Delhi

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

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. Kindly bring your copy of Notice to the Meeting.
4. Members are requested to notify their change of address, if any to the Company immediately.
5. Corporate member intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the 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 all working days except Saturdays, upto and including the date of the Extra Ordinary General Meeting of the Company.
7. The route map of the venue of the Extra Ordinary General Meeting is enclosed and forms part of Notice of this meeting.

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: 25.01.2018

Place: New Delhi

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 7,50,000 Equity Shares having face value of Rs. 10/- (Rupees Ten only) each at par, aggregating to an amount of Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only), as per following details:

Sr. No.	Name of Offerees	No. of Equity Shares	Nominal Value (Rs.)	Amount of Investment (Rs.)
1.	Ms. Neha Verma	2,50,000	10/-	25,00,000/-
2.	Mr. Deepak Joshi	5,00,000	10/-	50,00,000/-
	Total	7,50,000		75,00,000/-

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 25th January, 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	7,50,000 (Seven Lakh and Fifty Thousand only)
3.	Nature of shares	Equity Shares
4.	Price or Price band at/within which the allotment is proposed	7,50,000 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 along with the report of the registered valuer	Issue price of the shares has been arrived based on 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
8.	The class or classes of person to whom the allotment is proposed to be made	Individuals
9.	Intention of promoter, directors or key managerial personnel to subscribe to the offer	N.A
10.	The proposed time within which the allotment shall be completed	14 th March, 2018
11.	Name of the proposed allottees and the percentage of post offer capital that may be held by them	The names of the prospective allottees and their percentage of holding post offer are attached to this statement as Annexure I .
12.	Change in control if any in the company that would occur consequent to the offer	The Change/Dilution of control in terms of the Promoter's Shareholding would be affected consequent to the offer and the

		details of which are highlighted in <i>Annexure I</i> .
13.	The number of persons to whom allotment of basis have already been made during the year, in terms of number of securities as well as price	Nil
14.	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	N.A

15. The pre issue and the post issue shareholding pattern of the Company in the following format:

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A	Promoters' holding				
1	Indian :				
	Individual	1,49,53,000	74.76	1,49,53,000	72.06
	Bodies Corporate	50,47,000	25.24	50,47,000	24.33
	Sub Total	2,00,00,000	100	2,00,00,000	96.39
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,00,00,000	100	2,00,00,000	96.39
B	Non-Promoters' holding :				
1	Institutional Investors				
2	Non Institution :				
	Private Corporate Bodies				
	Directors and Relatives	-	-	7,50,000	3.61
	Indian Public				
	Others (Including NRIs)				
	Sub Total (B)	-	-	7,50,000	3.61
	GRAND TOTAL	2,00,00,000	100	2,07,50,000	100

Ms. Meghha Mehta, Mr. Ayyushman Mehta and Mr. Deepak Joshi, 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 of 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.

By order of the Board of Directors



Jasleen Kaur

Date: 25.01.2018
Place: New Delhi

Jasleen Kaur
(Company Secretary)
Membership no: A45641
Address: 402/25 Orchid petals,
Sector 49, Gurgaon-122018

Annexure-I

S. No.	Name of Allottees	Pre-Issue Percentage Shareholding	of	Post-Issue Percentage Shareholding	of	Change in Control
1.	Ms. Neha Verma	0.00 %		1.20 %		1.20 %
2.	Mr. Deepak Joshi	0.00 %		2.41 %		2.41 %
Grand Total		0.00 %		3.61 %		3.61 %

Ms. Neha Verma controlling percentage will increase from 0% to 1.20% and controlling percentage of Mr. Deepak Joshi will increase from 0% to 2.41%, which will reduce the Promoter's shareholding by 3.61%.

By order of the Board of Directors



Jasleen Kaur

Date: 25.01.2018
Place: New Delhi

Jasleen Kaur
(Company Secretary)
Membership no: A45641
Address: 402/25 Orchid petals,
Sector 49, Gurgaon-122018

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. 02/FY 2017-18 of Members of the Company to be held at shorter notice on Monday, 12th February, 2018 at 11:00 a.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 no.1 i.e. 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.

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
Registered Office of the Company, before the commencement of the Meeting.**

at the

ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING NO. 02/FY 2017-18 OF THE MEMEBERS OF MANIBHAVNAM HOME FINANCE INDIA PRIVATE LIMITED

