



## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting No. 03/FY 2021-22 of the members of ManiBhavnam Home Finance India Private Limited (the “**Company**”) will be held at shorter notice on **Monday, March 14, 2022** at **10:30 a.m.** at the corporate office of the Company at N-2, Second Floor, South Extension-I, New Delhi 110049, to transact the following business:

### **Special Business:**

#### **I. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

“**RESOLVED THAT** pursuant to the provisions of Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Memorandum of Association and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded, to increase the authorized share capital of the Company from the existing INR 40,00,00,000 (Indian Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of INR 10 (Indian Rupees Ten only) each to INR 41,00,00,000 (Indian Rupees Forty One Crores only) divided into 4,10,00,000 (Four Crores and Ten lakhs) equity shares of INR 10 (Indian Rupees Ten only) each;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company in relation to the share capital of the Company with the following clause:

*‘V. The Share Capital of the Company is INR 41,00,00,000 (Indian Rupees Forty One Crores only) divided into 4,10,00,000 (Four Crores and Ten Lakhs) equity shares of INR 10/- (Indian Rupees Ten) each.’*

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolutions, including to: (i) apply to, liaise and correspond with all relevant and statutory authorities as may be required or prescribed, including in relation to filing of necessary forms and documents, if any, with the Registrar of Companies and/or any other authority; (ii) give such directions and instructions, as may be required, necessary or desirable for giving effect to the above resolution; (iii) delegate the powers granted to an authorized signatory hereunder to such other person(s) as such authorized person may deem necessary or expedient in the interest of the Company in relation to the implementation of the aforementioned resolutions; (iv) if required, provide copies of the above resolutions, certified to be true, to any court, authority, company, body corporate or person; and (v) to do or cause to be done any and all such other acts,

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### **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

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matters, deeds or things as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the aforementioned resolution.”

By order of the Board of Directors

**Date: March 13, 2022**

**Place: Gurugram**

**Suruchi Bamrara**  
**Company Secretary**  
**Membership No.: A60776**  
**Address: S244, First Floor, Uppal Southend,**  
**Sector-49, Sohna Road, Gurugram, Haryana-122018**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. The proxy need not be a member of the Company. A blank form of the proxy is enclosed. Proxies in order to be effective, must be received at the registered office of the Company located at Farm no. 10, Tropical Drive, Ghitorni, M.G. Road, New Delhi -110030, before the scheduled time of the extra ordinary general meeting.
2. Under the provisions of Section 101 of the Companies Act, 2013, a General Meeting may be called after giving shorter notice, if consent, in writing or by electronic mode, is accorded thereto, holding majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. Draft of the consent for holding the Extra Ordinary General Meeting of the Company at a shorter notice is annexed hereto as **Annexure-1**.
3. Members are requested to notify their change of address, if any to the Company immediately.
4. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting or alternatively sign the attendance register placed at the time of meeting. The Attendance Slips for the Extra Ordinary General Meeting of the Company at a shorter notice is annexed hereto as **Annexure-2**.
5. Kindly bring your copies of the Notice to the meeting.
6. Corporate members, 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.

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7. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Extra Ordinary General Meeting of the Company.

By order of the Board of Directors

**Date: March 13, 2022**

**Place: Gurugram**

**Suruchi Bamrara**  
**Company Secretary**  
**Membership No.: A60776**  
**Address: S244, First Floor, Uppal Southend,**  
**Sector-49, Sohna Road, Gurugram, Haryana-122018**

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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**(Annexed to the Notice)**

**Item No. 1**

The current authorized share capital of the Company is INR 40,00,00,000 (Indian Rupees Forty Crores), and the current paid-up share capital of the Company is INR 40,00,00,000 (Indian Rupees Forty Crores)

To facilitate proposed issuances of equity shares by the Company, the Company proposes to increase its authorized share capital to INR 41,00,00,000 (Indian Rupees Forty One Crores) divided into 4,10,00,000 (Four Crores and ten lakhs) equity shares of INR 10 (Indian Rupees Ten) each.

Any increase in the authorized share capital will also require a consequential amendment to Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13 and 62 of the Companies Act, 2013, alteration of the capital clause of the Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution.

The Directors recommend the resolution set out in the notice for the approval of the members of the Company.

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

**Date: March 13, 2022**  
**Place: Gurugram**

**Suruchi Bamrara**  
**Company Secretary**  
**Membership No.: A60776**  
**Address: S244, First Floor, Uppal Southend,**  
**Sector-49, Sohna Road, Gurugram, Haryana-122018**

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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:
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I/ We being the member of Manibhavnam Home Finance India Private Limited (the “**Company**”), 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. 03/FY 2021-22 of the members of the Company to be held at shorter notice **on Monday, March 14, 2022 at 10:30 a.m.** at the corporate 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- INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Signed this ..... day of..... 2022  
Signature of Member  
Signature of Proxy holder(s)

Affix Revenue Stamp
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**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.**



Annexure-1

**Consent by Shareholder for Shorter Notice  
[Pursuant to Section 101(1) of the Companies Act, 2013]**

**To:  
The Board of Directors  
Manibhavnam Home Finance India Private Limited  
Farm No.10,Tropical Drive,Ghitorni,  
M.G.Road, New Delhi-110030**

**Subject: Extra Ordinary General Meeting of Manibhavnam Home Finance India Private Limited**

Dear Sirs,

I, \_\_\_\_\_, currently holding \_\_\_\_\_ equity shares of INR 10 (Indian Rupees ten only) each in Manibhavnam Home Finance India Private Limited (the “Company”).

I have received a notice from the Company to hold the Extra-Ordinary General Meeting No. 03/FY 2021-22 of the shareholders of the Company on **Monday, March 14, 2022** at 10:30 a.m. at **shorter notice**.

Pursuant to Section 101(1) of the Companies Act, 2013, I hereby give consent to hold the Extra-Ordinary General Meeting No. 03/FY 2021-22 of the Company at shorter notice.

\_\_\_\_\_  
Name:  
Address:

Date:  
Place:



Annexure-2

Attendance Slip

Time :  
Place :

**FULL NAME OF THE FIRST SHAREHOLDER:**

Joint Shareholders, if any  
Father's/Husband name  
Address in full

**FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY -----**

I/We hereby record my /our attendance at Extra Ordinary General Meeting No. 03/FY 2021-22 of the members of the Company, to be held at shorter notice on Monday, March 14, 2022 at 10:30 a.m. at the corporate office of the Company located at N-2, Second Floor, South Extension-I, New Delhi 110049.

Folio No. :

No of Shares held:

DP ID No.:

Client ID No.:

Signature of the Member / Proxy .

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**ManiBhavnam Home Finance India Private Limited**

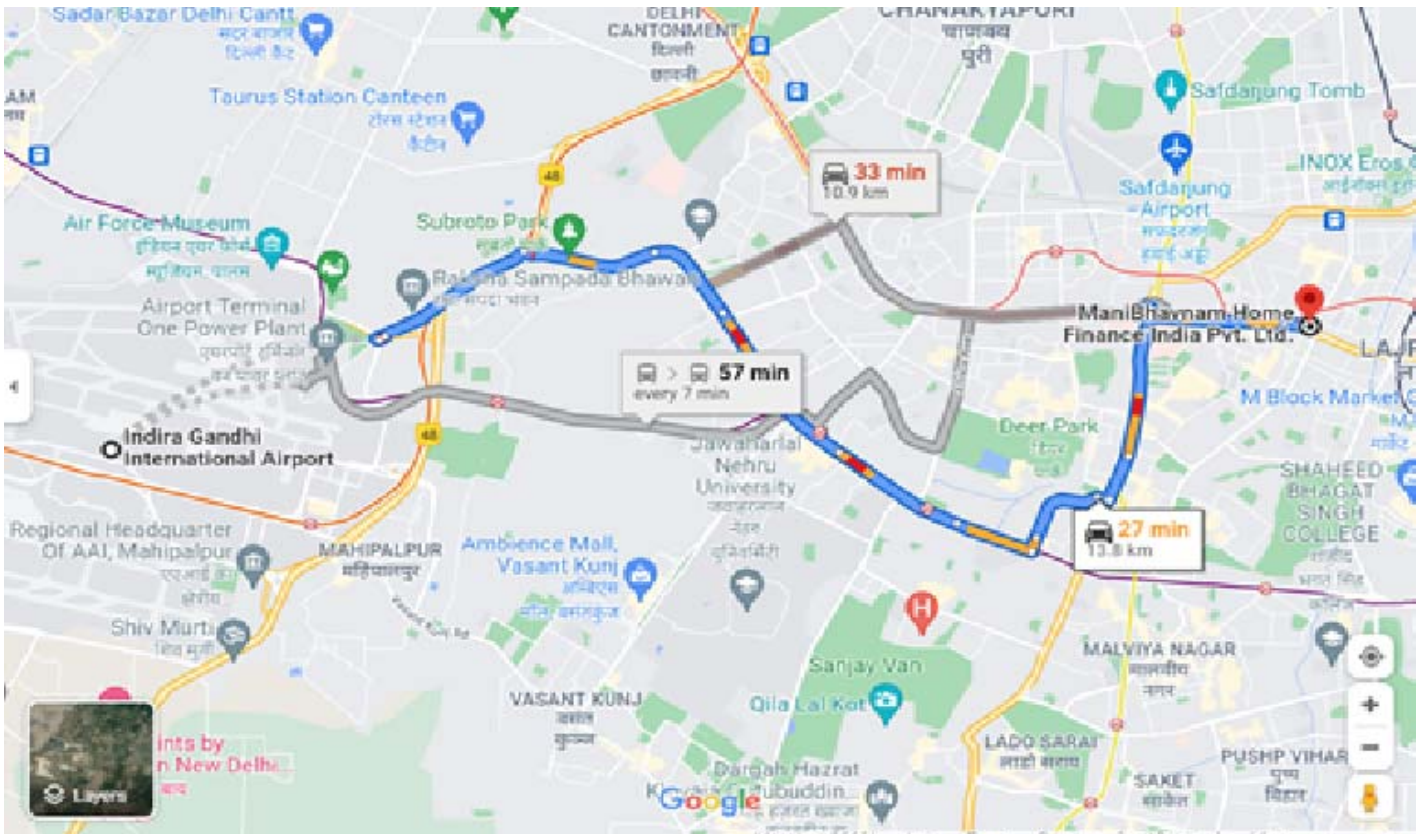
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**ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING NO. 03/FY 2021-22 OF THE MEMBERS OF MANIBHAVNAM HOME FINANCE INDIA PRIVATE LIMITED**



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