

NOTICE

Notice is hereby given that the **8th Annual General Meeting (AGM)** of the Shubham Housing Development Finance Company Limited will be held on Monday the 21st day of August, 2017 at 11.30 a.m. IST at its Registered Office situated at D-305, Ground Floor, Sarvodaya Enclave, New Delhi – 110017 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Directors' and Auditors' Reports thereon.

Item No. 2 – Re-appointment of Mr. Ashit Ranjit Lilani, Director

To appoint a Director in place of Mr. Ashit Ranjit Lilani, DIN: 00766821, Nominee Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 3 – Re-appointment of Mr. Vishal Kumar Gupta, Director

To appoint a Director in place of Mr. Vishal Kumar Gupta, DIN: 02368313, Nominee Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 4 – Ratification of Appointment of Statutory Auditors

To ratify the appointment of Statutory Auditors and fix their remuneration and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. B S R & Associates LLP, Chartered Accountants, FRN 116231 W/ W-100024 from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received, be and are hereby ratified to continue as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as is finalized by the Management of the Company.

RESOLVED FURTHER THAT the Mr. Sanjay Chaturvedi, Director or Mr. Ajay Oak, Director or Mr. Shashank Jain, CFO or Ms. Neeta Kamra, Company Secretary of the Company, be and are hereby severally authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to above resolution”.

SPECIAL BUSINESS:

Item No. 5 – Approval of Related Party Transaction

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 provisions of Sections 188(1) of the Companies Act, 2013 and other applicable provisions, if any, including statutory modification or re-enactment thereof, the consent of the Company be and is hereby accorded to revision in remuneration of Ms. Rupa Basu, who is a relative of Mr. Ajay Oak, Director, in the following manner:

- 1) The remuneration of Rs. 80,85,000/- (Rupees Eighty Lacs Eighty Five Thousand only) per annum for the period 01.04.2017 to 31.03.2018, broken into various components as per HR policy of the Company, and any increase in remuneration thereafter by the Board of Directors and/or the Committee(s) of the Company, from time to time, upto the maximum of Rs 2,00,00,000 (Rupees Two Crores) per annum upto the FY 2020-21
- 2) Following shall be in addition to the aforesaid remuneration-
 - 2.1 Bonus, by what ever name called
 - 2.2 items like leave encashment, etc.,
 - 2.3 Reimbursements (including telephone and/or mobile phone(s) bills, conveyance, fuel expenses, etc), and
 - 2.4 Out of pocket expenses incurred in the course of discharge of official duties.

RESOLVED FURTHER THAT the Mr. Sanjay Chaturvedi, Director or Mr. Ajay Oak, Director or Mr. Shashank Jain, CFO or Ms. Neeta Kamra, Company Secretary of the Company, be and are hereby severally authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to above resolution, from time to time.”

Item No. 6 – Increase in Authorized Share Capital

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, approval of the shareholders be and is hereby accorded for increase in the authorized share capital of the Company from INR 6,00,00,000/- (Rupees Six Crores Only) divided into 20,00,000 Equity Shares of INR. 10/- (Rupees Ten Only) each and 40,00,000 Preference Shares of INR. 10/- (Rupees Ten Only) each to INR 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) divided into 25,00,000 (Twenty Five Lakh) Equity Shares of INR. 10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lakh) 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 V thereof by the following Clause V:

V. *The Authorised Share Capital of the Company is INR 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) consisting of 25,00,000 (Twenty Five Lakh) Equity Shares of INR. 10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lacs) Preference Shares of INR 10/- (Rupees Ten only)each*

FURTHER RESOLVED THAT Mr. Sanjay Chaturvedi, Director or Mr. Ajay Oak, Director or Mr. Shashank Jain, CFO or Ms. Neeta Kamra, Company Secretary of the Company, be and are hereby severally authorised to sign and execute all such forms, documents and papers, as may be required to be filed or submitted with the Registrar of Companies for the proposed increase in authorized share capital of the Company as per provisions of the Companies Act, 2013”.

Item No. 7 – Alteration in ancillary Clause to the Object Clause of Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of the shareholders be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana to append following sub clause (33) after sub clause (32) of Clause III (B) of the Memorandum of Association of Company and to renumber the sub clauses of Clause III (B) accordingly:

33. ***“To carry on the business of distribution of Insurance and related products, to become a corporate agent and to do all such other things as are incidental or as may be conducive to the attainment of above or any of them and to do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.”***

FURTHER RESOLVED THAT Mr. Sanjay Chaturvedi, Director or Mr. Ajay Oak, Director or Mr. Shashank Jain, CFO or Ms. Neeta Kamra, Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana.”

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 to 7 forms part of this Notice. Additional information, pursuant to Secretarial Standards on General Meetings in respect of Directors seeking re-appointment at the AGM is furnished as annexure to the Notice.
2. **EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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.
4. The instrument of proxy in order to be effective should be received by the company not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice.
5. Relevant documents referred to in the Notice and the accompanying Statements are open for inspection by the Members at the Registered Office of the Company during working hours on all working days, up to the date of the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained under Sections 170 and 189 respectively of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
7. The road map to the venue of the annual general meeting is enclosed to this Notice.

**By Order of the Board
For Shubham Housing Development Finance Company Limited**

**Sd/-
(Neeta Kamra)
Company Secretary
Membership No. : ACS 22892
Add: Shubham House, 425, Udyog Vihar,
Phase IV, Gurgaon-1220015**

**Place: Gurgaon
Date: 27.07.2017**