



NOTICE IS HEREBY GIVEN THAT THE THIRD EXTRA-ORDINARY GENERAL MEETING (“EGM”) FOR THE FY 2019-20 OF THE SHAREHOLDERS OF APAC HOUSING FINANCE PRIVATE LIMITED WILL BE HELD ON TUESDAY, MARCH 31, 2020 AT 11:00 A.M. AT 181 A, MAKER TOWER A, CUFFE PARADE, COLABA, MUMBAI 400 005 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

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

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION:

“RESOLVED THAT pursuant to the provisions of Section 61 and Section 64 of the Companies Act, 2013 including any statutory modification(s) or re-enactment (s) thereof (“the Act”) read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and 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 INR 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of INR 10/- (Rupees Ten Only) each to INR 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each by creation of further 50,00,000 (Fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the new equity shares shall rank *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 of the Act read with Companies (Incorporation of Company) Rules, 2014 consent of the members of the Company be and is hereby accorded to amend Clause V of Memorandum of Association of the Company (“MOA”) by replacing the existing Clause V of Memorandum of Association with the following new Clause V:

“V: The Authorized Share Capital of the Company is INR 25,00,00,000/- divided into 2,50,00,000 equity shares of INR 10/- each.”

RESOLVED FURTHER THAT any of the directors or company secretary of the Company be and are hereby authorized by the members of the Company to sign and execute and file all the necessary forms and documents with the Registrar of Companies, Mumbai or any other authority, settle any question/ doubts/ queries in relation to the above and to do all such acts, deeds, things in order to obtain approval from the Registrar of Companies, Mumbai and give full effect to the aforesaid resolution.”

By Order of the Board:

For APAC Housing Finance Private Limited

SD/-

Anand Asawa
Company Secretary
Membership No.: ACS 23299

APAC Housing Finance Private Limited

First Floor, Ashford Centre, Opposite Peninsula Corporate Park- Main Gate, Lower Parel (West),
Mumbai - 400 013 Email: contactus@apacfin.com | Tel.: 022 - 6749 9759
CIN No. U65999MH2017PTC294524



Date: March 30, 2020

Place: Mumbai

Registered Office Address:

First Floor, Ashford Centre,
Shankarrao Naram Marg,
Lower Parel – West,
Mumbai – 400 013.

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NOTES

1. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy duly completed, stamped and signed should, however be deposited at the registered office of the company not less than forty-eight hours before the time scheduled for commencement of the EGM.

A person appointed as a proxy shall act on behalf of such number of Member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a Member holding more than ten percent, 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.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the EGM pursuant to Section 113 of the Companies Act, 2013.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item No.1 set out above is annexed hereto and forms part of this notice

4. All relevant documents referred to in this notice and the explanatory statement will be available for inspection by the members at the registered office of the Company during normal business hours on all working days (except Saturday(s) and Sunday(s) and public holiday(s)) up to the date of the EGM and during the continuance of EGM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013
(The 'ACT')

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION:

The present authorized Share Capital of the Company is INR 20,00,00,000/- (Rupees Twenty crores only) divided into 2,00,00,000 (Two Crores) equity shares of INR 10/- (Rupees Ten Only) each.

To meet the business requirements of the Company, the Company needs to increase the authorised share capital. To accommodate the increased paid up capital; the authorized share capital of the Company needs to be increased. The requisite clause V of the Memorandum of Association is required to be amended.

In view of the above, it is proposed to increase the authorised share capital from the existing INR 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of INR 10/- (Rupees Ten Only) each to INR 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each by creation of further 50,00,000 (Fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.

Each equity shares shall rank pari-passu with the existing shares of the Company.

In order to reflect the increase in Authorized Share Capital and Pursuant to Sections of the Companies Act, 2013, clause V of Memorandum of Association ("MOA") is required to be amended.

Further, as per relevant provisions of the Companies Act, 2013, the increase in Authorized Share Capital and Alteration to clause V of MOA requires approval of the shareholders of the Company.

The Board recommends the resolution as set out in the Notice for the approval of the members of the Company as ordinary resolution.

None of the Directors or their relatives, except to the extent of their shareholding, are in any way concerned or interested in the proposed resolution as set out in the Notice.

By Order of the Board:

For APAC Housing Finance Private Limited

SD/-

Anand Asawa
Company Secretary
Membership No.: ACS 23299
Date: March 30, 2020
Place: Mumbai

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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: **U65999MH2017PTC294524**

Name of the Company: **APAC HOUSING FINANCE PRIVATE LIMITED**

Registered Office: First Floor, Ashford Centre, Shankarrao Naram Marg, Lower Parel – West, Mumbai – 400 013, Maharashtra, India.

Place of Meeting: 181 A, Maker Tower A, Cuffe Parade, Colaba, Mumbai 400 005.

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|------------------------|
| Name of the Member(s): |
| Registered address: |
| E-mail Id: |
| Folio No. / Client Id: |
| DP ID: |

I/We _____ being member(s) of _____ shares of the above-named company, hereby appoint

Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him _____

Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him _____

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 of the Company, to be held on the Tuesday, March 31, 2020 at 11:00 A.M. at the registered office of the Company situated at 181 A, Maker Tower A, Cuffe Parade, Colaba, Mumbai 400 005, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No

| Sr. No. | Particulars of Resolution | Assent | Dissent |
|---------|---|--------|---------|
| 1. | INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION | | |

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| |
|---------------------|
| Affix revenue stamp |
|---------------------|

Signed this _____ day of _____ 2020

Signature of Shareholder: _____

Signature of Proxy holder (s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

| | |
|------------------|--|
| Master Folio No: | |
|------------------|--|

NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Members of APAC HOUSING FINANCE PRIVATE LIMITED held Tuesday, March 31, 2020 AT 11:00 A.M. at 181 A, Maker Tower A, Cuffe Parade, Colaba, Mumbai 400 005, Maharashtra, India.

Signature of the Shareholder or Proxy _____

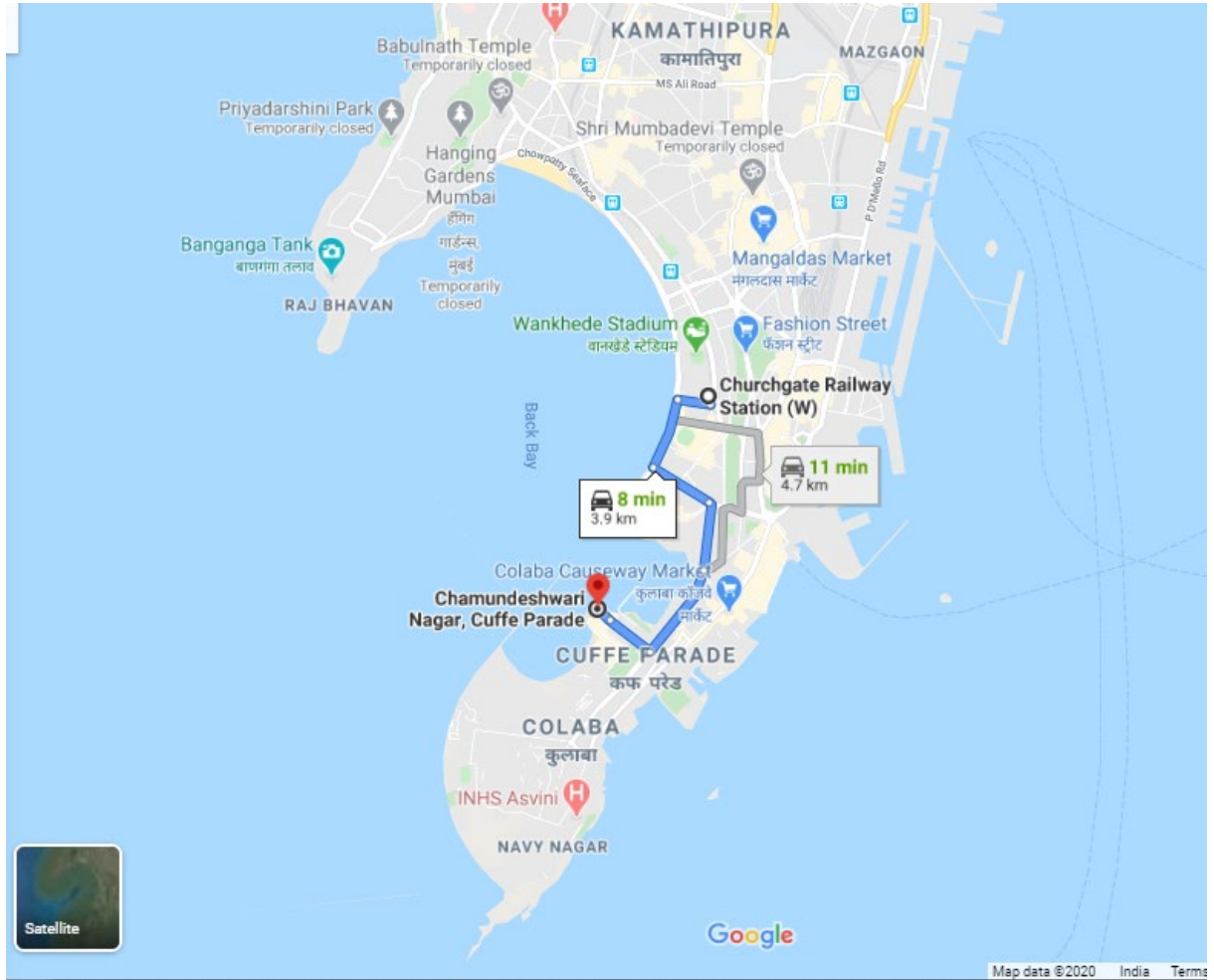
Notes:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copies of Annual Report for reference at the Meeting hall.

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Route Map



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