



NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA-ORDINARY GENERAL MEETING (“EGM”) FOR THE FY 2020-21 OF THE SHAREHOLDERS OF APAC HOUSING FINANCE PRIVATE LIMITED (THE COMPANY) WILL BE HELD ON SATURDAY, OCTOBER 31, 2020 AT 11:00 P.M. THROUGH VIDEO CONFERENCE (VC) FACILITY / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY IN TERMS OF CIRCULAR 20/2020 ISSUED BY MINISTRY OF CORPORATE AFFAIRS (MCA) DATED MAY 5, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FIRST FLOOR, ASHFORD CENTRE, SHANKAR RAO NARAM MARG, LOWER PAREL – WEST, MUMBAI- 400 013 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

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

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

“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 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 65,00,00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores and fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each by creation of further 2,50,00,000 (Two Crores and 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 65,00,00,000/- divided into 6,50,00,000 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.”

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



By Order of the Board:

For APAC Housing Finance Private Limited

Anand Asawa

Company Secretary

Membership No.: ACS 23299

Date: October 29, 2020

Place: Mumbai

Registered Office Address:

First Floor, Ashford Centre,
Shankarrao Naram Marg,
Lower Parel – West,
Mumbai - 400013

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular No. 20/2020 dated May 05, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes at the EGM.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at anand.asawa@apacfin.com.
6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts in respect of the item no. 1 is annexed hereto.
7. EGM has been convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with MCA Circular No. 20/2020 dated May 05, 2020.
8. All documents referred to in the Notice will be open for inspection through electronic mode during the continuance of EGM.
9. EGM will be conducted on shorter notice; therefore, members are requested to please share the shorter consent notice at anand.asawa@apacfin.com.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. An Invitation to join the EGM will be sent to the Members on their registered email IDs latest by October 30, 2020.
2. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of Android/iPhone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

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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 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Forty 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 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 65,00,00,000 (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores and fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each by creation of further 2,50,00,000 (Two Crores and 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

Anand Asawa
Company Secretary
Membership No.: ACS 23299
Date: October 29, 2020
Place: Mumbai

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