



NOTICE IS HEREBY GIVEN THAT THE THIRD 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, DECEMBER 5, 2020 AT 01:30 A.M./ 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. TO ALTER THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 (Act) (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to alter the Articles of Association (AoA) of the Company to the extent of deleting the word ‘seal’ and/or ‘common seal’ wherever appears in the entire set of AoA of the Company as available for inspection in the meeting electronically and at the registered office of the company during working hours.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and are hereby severally authorized to do and execute all such acts, deeds and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with the Registrar of Companies, Mumbai, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board:

For APAC Housing Finance Private Limited

Anand Asawa
Company Secretary
Membership No.: ACS 23299
Date: December 3, 2020
Place: Mumbai

Registered Office Address:

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

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



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 December 4, 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')**

TO ALTER THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY:

The Members are hereby informed that though in Companies Act, 2013, a common seal was required for a Company to provide various authorizations and attestations on behalf of the Company, the same has now been made optional and the Directors signature is acceptable in lieu of the common seal of the Company. Accordingly, it is proposed to delete the word 'seal' and/or 'common seal' from the entire set of Articles of Association of the Company.

The Members are further informed that at the Board meeting held on December 3, 2020, the Directors had approved the alteration of AOA of the Company subject to approval of Members.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the **Special Resolution** set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board:

For APAC Housing Finance Private Limited

Anand Asawa
Company Secretary
Membership No.: ACS 23299
Date: December 3, 2020
Place: Mumbai

Registered Office Address:
First Floor, Ashford Centre,
Shankarrao Naram Marg,
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