



NOTICE OF THE FOURTH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 4th Annual General Meeting (AGM) of the Members of **APAC HOUSING FINANCE PRIVATE LIMITED** (the “Company”) will be held on Friday, June 11, 2021 at 05:00 pm 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:

ORDINARY BUSINESS:

Item No. 1:

TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

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

“**RESOLVED THAT** the audited accounts for the financial year 2020-2021 and the notes and annexures thereto and the report of the Board of Directors and Auditors thereon as placed before the members be and is hereby approved and adopted.

RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be deemed necessary to give full effect to the aforesaid resolution.”

SPECIAL BUSINESS:

Item No. 2:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SANJAY ATHALYE (DIN: 07650678) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013, read with the relevant Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of Company, Mr. Sanjay Athalye (DIN: 07650678) who was appointed as an Additional Director effective from March 30, 2021 and was holding office till this AGM and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years, whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company, be and is hereby severally authorized on behalf of the Company, to do all such acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns and to file necessary forms with the Ministry of

APAC Housing Finance Private Limited

First Floor, Ashford Centre, Shankar Rano Naram Marg, Lower Parel (West), Mumbai - 400 013

CIN No. U65999MH2017PTC294524



Corporate Affairs (“MCA”) and/or Registrar of Companies, Maharashtra, Mumbai.”

**By Order of the Board
For APAC Housing Finance Private Limited**

**Anand Asawa
Company Secretary
Membership No. ACS - 23299**

Registered Office Address:
First Floor, Ashford Centre,
Shankar Rao Naram Marg,
Lower Parel – West,
Mumbai – 400 013.

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NOTES:

1. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
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 authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts in respect of the item no. 2 is annexed hereto.
6. 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 AGM and during the continuance of AGM.
7. This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The members are accordingly requested to give their consents to hold the meeting at a shorter notice on anand.asawa@apacfin.com.
8. In view of Covid-19 Pandemic and consequent lockdowns in the state, the notice of the AGM along with the audited financial statements of the Company for the financial year ended March 31, 2021, the reports of the Directors and Auditors thereon is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
9. Route-map to the venue of meeting is provided at the end of notice.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 2

Appointment of Mr. Sanjay Athalye as Independent Director:

The board of directors of the Company in their meeting held on March 30, 2021 passed resolution for appointment of Mr. Sanjay Athalye as an Additional Director (non-executive, Independent) of the Company and Mr. Athalye holds office of the Additional Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Athalye as Independent Director of the Company.

Brief profile of Mrs. Athalye is given below for reference of the members:

Mr. Athalye is a lending industry veteran, with a total work experience of over 30 years. He has held senior leadership positions across private banks, large NBFCs and HFCs. His last assignment was that of MD & CEO of a large housing finance company. For the majority of his career, he has worked as a Chief Risk Officer in large NBFCs and HFCs. He has also worked in office automation and telecom industry for close to 10 years.

Your Directors recommend passing of the said resolution as set out in the Notice at item no. 2 by way of **Ordinary Resolution**.

Following are the details of Mrs. Athalye in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

Sr. No	Particulars	Details
1	Age	54 Years
2	Qualification	M.Com
3	Experience	30 Years
4	Terms and Conditions of Appointment	Appointment as the Independent Director of the Company for three year starting from March 30, 2021.
5	Remuneration sought to be paid	NIL
6	Remuneration last drawn	NIL
7	Date of first appointment on the Board	March 30, 2021
8	Details of Shareholding in the Company	NIL
9	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	NA
10	Number of Board Meetings Attended during the year (since his/her appointment as Additional Director.)	NIL
11	Details of Directorship in other Companies	a. Lender Mentor (OPC) Private Limited b. Kisetu Saison Finance (India) Private

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Sr. No	Particulars	Details
		Limited
12	Membership / Chairmanship of Committees of other Company's Board	-

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Athalye is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 2 for the approval of the members.

By Order of the Board

For APAC Housing Finance Private Limited

Anand Asawa
Company Secretary
Membership No. ACS - 23299

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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:	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the ANNUAL GENERAL MEETING of the Members of **APAC HOUSING FINANCE PRIVATE LIMITED** held on Friday, June 11, 2021 at 05:00 pm at the registered office of the Company situated at First Floor, Ashford Centre, Shankar Rao Naram Marg, Lower Parel – West, Mumbai – 400 013, 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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Form 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]

Annual General Meeting

Name of the Member(s)	:	
Registered Address	:	
E-mail	:	
Registered Folio Number	:	

I/We, being member(s) of _____ shares of the APAC HOUSING FINANCE PRIVATE LIMITED, hereby appoint		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company for the financial year ended March 31, 2021, to be held on _____ and at any adjournment thereof in respect for such resolutions as are indicated below:

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Resolution No.:

1. To receive, consider and adopt the standalone Audited Financial Statements, Reports of the Board of Directors and Auditors.
2. To consider and approve the appointment of Mr. Sanjay Athalye (din: 07650678) as an independent director of the company.

Signed this _____ day of _____ 2021

Affix revenue stamp of not less than Rupee 1

Name of the Member/ Proxy	:	
Signature of the Member/ Proxy	:	

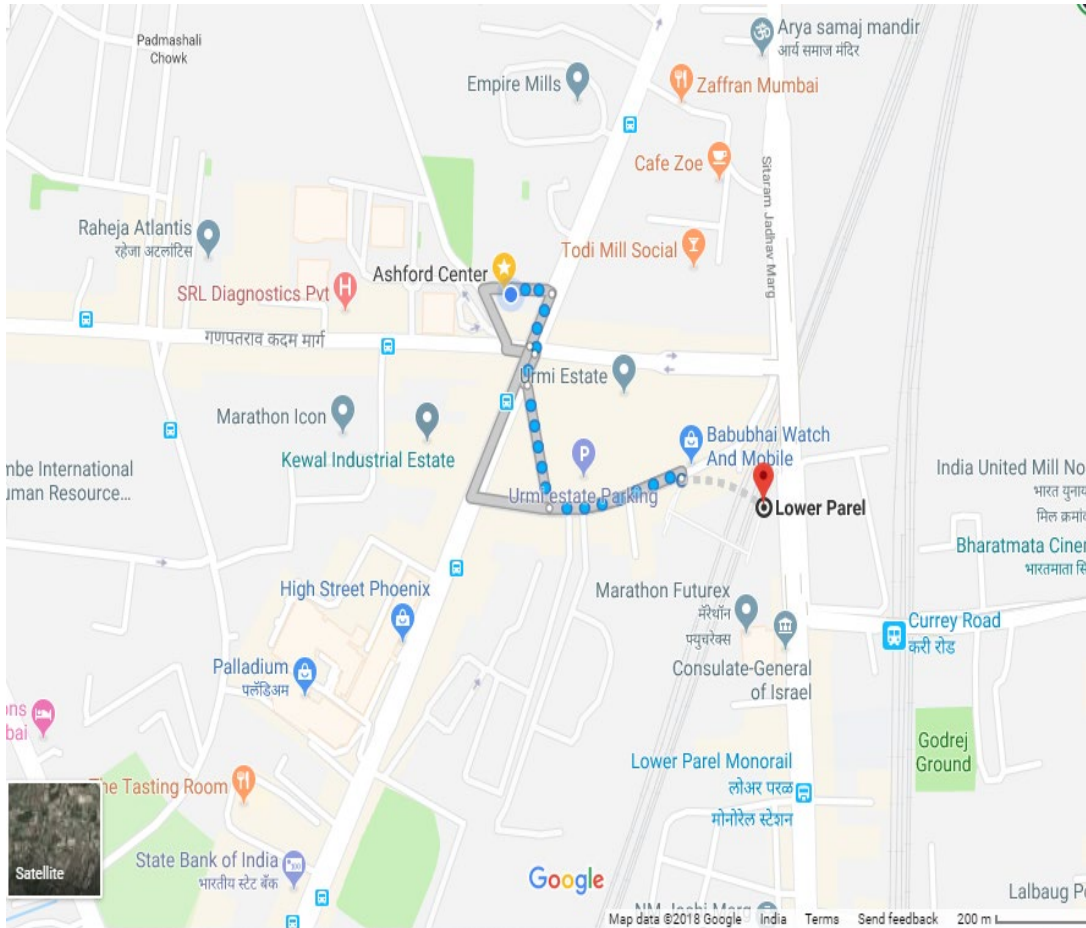
Note:

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 Annual General Meeting.

A proxy need not be a member of the Company.

APAC Housing Finance Private Limited

Route Map to the Venue of the Annual General Meeting



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