

## **NOTICE OF THIRD ANNUAL GENERAL MEETING**

Notice is hereby given that the third Annual General Meeting of the members of Bee Secure Home Finance Private Limited ("the Company") will be held on Wednesday, August 01, 2018 at 12:00 p.m. at the registered office of the company situated at Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400092 to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the annual audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
2. 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** pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment (s) thereof for the time being in force, the appointment of M/s. BSR & Co. LLP, Chartered Accountants [Firm Registration Number 101248W/W-100022] as Statutory Auditor of the company to hold office from the conclusion of ensuing annual general meeting until the conclusion of the annual general meeting of the company to be held for the financial year 2018-2019, on a remuneration as may be agreed upon by the Board of Directors and the auditors, be and is hereby ratified."

### **SPECIAL BUSINESS:**

#### **ITEM 3: Appointment of Mr. Prashant Anand Bhonsle (DIN:06938312) as Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Prashant Anand Bhonsle (DIN: 06938312) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from February 15, 2018 holding term till the ensuing annual general meeting be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** Mr. Bhupinder Singh, Director and Mrs. Namrata Malhotra, Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified copy of this Resolution be provided to all concerns as and when required under the hand of a Director or Company Secretary of the Company."

**ITEM 4: Appointment of Mr. Girish Dinanath Nadkarni (DIN:00112657) as Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Girish Dinanath Nadkarni (DIN: 00112657) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from February 15, 2018 holding the term till the ensuing annual general meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Mr. Bhupinder Singh, Director, Mr. Prashant Anand Bhonsle Whole Time Director and CEO and Mrs. Namrata Malhotra, Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified copy of this Resolution be provided to all concerns as and when required under the hand of a Director or Company Secretary of the Company.”

**ITEM 5: Appointment of Mr. Vivek Anand PS (DIN:02363239) as Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Vivek Anand PS (DIN: 02363239) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from February 15, 2018 holding the term till the ensuing annual general meeting be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** Mr. Bhupinder Singh, Director, Mr. Prashant Anand Bhonsle Whole Time Director and CEO and Ms. Namrata Malhotra, Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified copy of this Resolution be provided to all concerns as and when required under the hand of a Director or Company Secretary of the Company.”

**ITEM 6: Appointment of Mr. Vivek Bansal (DIN:07835456) as Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Vivek Bansal (DIN:07835456) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from June 12, 2018 holding the term till the ensuing annual general meeting be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** Mr. Bhupinder Singh, Director, Mr. Prashant Anand Bhonsle Whole Time Director and CEO and Mrs. Namrata Malhotra, Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified copy of this Resolution be provided to all concerns as and when required under the hand of a Director or Company Secretary of the Company.”

**ITEM NO.07**

**TO APPROVE THE CHANGE IN NAME OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to Section 13(2) & 14 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, pursuant to the No-Objection Certificate received from National Housing Bank, name availability approval letter received from the Registrar of Companies, subject to approval of the Central Government (as delegated from time to time) and any other regulatory authorities as may be necessary, consent of the Members be and is hereby accorded to change the name of the Company from “**Bee Secure Home Finance Private Limited**” to “**InCred Housing Finance Private Limited**”.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is InCred Housing Finance Private Limited

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby severally authorized to do all such acts, things, and deeds necessary to give effect to the aforesaid resolution, including filing of forms and intimations to appropriate statutory/regulatory authorities.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any director or Company Secretary of the Company.”

**By Order of the Board of Directors  
For Bee Secure Home Finance Private Limited**

**Date: July 10, 2018  
Place: New Delhi**

**Sd/-  
Namrata Malhotra  
Company Secretary  
M No: A27061  
Address: 87B, 2<sup>nd</sup> Floor, Baba  
House, Shahpur Jat, New Delhi - 110049**

**NOTES:**

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. 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.
3. 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.
4. 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.
5. 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.
6. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days upto the date of AGM.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.
8. The Annual Report for the financial year ended March 31, 2018 containing inter-alia the directors' report, auditors' report and the audited financial statements are enclosed.
9. The statutory registers required to be kept open for inspection, under the Act read with rules made thereunder, at AGM of the Company will be available for inspection by the members at the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following sets out all material facts relating to Special Business mentioned in the accompanying Notice:

**Item No.3**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had considered and approved the appointment of Mr. Bhonsle as an Additional Director and thereafter as the Whole Time Director and CEO (for a term of 5 years) with effect from February 15, 2018.

Mr. Prashant Bhonsle will hold office as an additional director up to the date of the ensuing Annual General Meeting.

The brief profile of Mr. Prashant Bhonsle along with disclosures required under Standard 1.2.5 of the “Secretarial Standard-2 on General Meetings” is given as part of composite table under explanatory statement for Item 4-6.

The Board recommends the matter and the resolution set out under item no. 3 for the approval of the members.

Except for Mr. Prashant Anand Bhonsle, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

**Item No.4,5 & 6**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors had considered and approved the appointment of Mr. Girish Nadkarni and Mr. Vivek Anand as additional directors (designated as ‘Non-Executive Director’) with effect from February 15, 2018 to hold office till the conclusion of ensuing Annual General Meeting.

Similarly, the Board approved the appointment of Mr. Vivek Bansal as an additional director (designated as ‘Non-Executive Director’) with effect from June 12, 2018 to hold office till the conclusion of ensuing Annual General Meeting.

**The disclosure as required under Standard 1.2.5 of the “Secretarial Standard-2 on General Meetings” is given below:**

<b>Name of Directors</b>	<b>Prashant Anand Bhonsle</b>	<b>Girish Nadkarni</b>	<b>Vivek Anand PS</b>	<b>Vivek Bansal</b>
Age, Date of appointment (DOA) on the Board of Bee Secure	Age: 40 DOA: February 15, 2018	Age: 50 DOA: February 15, 2018	Age: 38 DOA: February 15, 2018	Age: 41 DOA: June 12, 2018

Qualification	B.Sc. and MBA	Girish holds a Bachelor of Commerce & Economics degree. Chartered Accountant and a Cost & Management Accountant.	Graduate	Chartered Accountant, CFA & Company Secretary
Brief Profile and nature of their experience	Total 25+ years of experience across various industries at leadership positions. 16 Years in Banking & Financial Services in ICICI Bank (Home Finance and Retail assets), HDFC Credila	Mr. Girish Nadkarni has worked in Tata Group for more than 15 years and currently working in IDFC Alternatives	Vivek Anand PS has more than 17 years of experience in Banking and Financial Services across public Equities, Private Banking and Asset Management.	Mr. Vivek Bansal was previously associated with Yes Bank where he worked from 2011 with his last designation being Deputy Chief Financial Officer. He also played an active role in capital raising, investor relations and management of rating agencies.
Directorship held in other companies	None	1. Star Agriware housing and Collateral Management Limited 2. Staragri Finance Limited 3. Visu Leasing and Finance Private Limited,	1. Alpha Capital Advisors Private Limited 2. Inara Capital Advisors Private Limited 3. Antfarm Business Incubator Private Limited 4. Udhav Ventures LLP 5. Visu Leasing and Finance Private Limited	Visu Leasing and Finance Private Limited
Membership of Committee of other Boards	None	Visu Leasing and Finance Pvt Ltd - Nomination and Remuneration Committee	Visu Leasing and Finance Pvt Ltd - Nomination and Remuneration Committee	Visu Leasing and Finance Pvt Ltd - Finance Committee, Asset Liability Committee, Risk Management Committee, IT Strategy Committee, IT Steering Committee
No of meetings of Bee Secure	No meetings held in financial year 2017-	No meetings held in financial year	No meetings held in financial year	His appointment was in 2018-2019. No

attended after their appointment	2018 post his appointment	2017-2018 post his appointment	2017-2018 post his appointment	meetings attended post his appointment.
No. of shares held in the company	Nil	Nil	Nil	Nil
Relationship with other Directors, Managers and KMP of Bee Secure	None	None	None	None
Terms and Conditions of appointment or reappointment along with details of remuneration along with details of remuneration sought to be paid and remuneration last drawn	As per the board resolution for their respective appointments			

The Board recommends the resolutions set out under item no. 4, 5, 6 for the approval of the members.

Except for Mr. Girish Dinanath Nadkarni, Mr. Vivek Anand PS and Mr. Vivek Bansal none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

#### **Item No.07**

#### **To approve change in name of the Company**

The Board of Directors of the Company had considered and approved the name change from Bee Secure Home Finance Private Limited to InCred Housing Finance Private Limited on April 12, 2018.

The Board believes that the name change will help achieve enhanced branding of the products offered by the Group as a whole and to leverage the Brand "InCred" to reach out to the customers effectually.

The Company has received the No-Objection certificate dated June 21, 2018 from the National Housing Bank on the proposed name change along with the name availability approval from the Registrar of Companies vide its name approval letter dated July 02, 2018 (valid for 60 days).

By virtue of the proposed change in the Name clause of the company, it is required to alter its Memorandum of Association and Articles of Association accordingly. As per the provisions of the

Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence resolution is put up for members approval.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 7 for the approval of the Members.

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

**By Order of the Board of Directors  
For Bee Secure Home Finance Private Limited**

**Date: July 10, 2018  
Place: New Delhi**

**Sd/-  
Namrata Malhotra  
Company Secretary  
M No: A27061  
Address: 87B, 2<sup>nd</sup> Floor, Baba House,  
Shahpur Jat, New Delhi -110049**



**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]**

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature ....., or failing him	
Name :	E-mail Id:
Address:	
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 Annual General Meeting of the company, to be held on Wednesday , August 01, 2018, at 12:00p.m. at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.		
2.	To ratify the appointment of M/s BSR & Co. LLP, Chartered Accountants [Firm Registration Number 101248W/W-100022] as the Statutory Auditors of the Company to hold office from the conclusion of ensuing annual general meeting until the conclusion of the annual general meeting of the Company to be held for financial year 2018-2019 and fix their remuneration.		
	<b>SPECIAL BUSINESS</b>		
3.	To approve appointment of Mr. Prashant Anand Bhonsle (DIN: 06938312) as Director of the Company		
4.	To approve appointment of Mr. Girish Dinanath Nadkarni (DIN:00112657) as Director of the Company		
5.	To approve appointment of Mr. Vivek Anand PS (DIN:02363239) as Director of the Company		
6.	To approve appointment of Mr. Vivek Bansal (DIN: 07835456) as Director of the Company		
7.	To approve change in name of the company		

Signed this \_\_\_ day of \_\_\_ 20\_\_

Affix Revenue Stamps
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Signature of Shareholder Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**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**

**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 Third Annual General Meeting of the Members of BEE SECURE HOME FINANCE PRIVATE LIMITED to be held on Wednesday, August 01, 2018, at 12:00p.m. at the registered office of the company situated at Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai-400051.

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.

# Route Map of the venue of Third Annual General Meeting of Bee Secure Home Finance Private Limited

