Registered Office: Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai-400051 | Email – beesecure@incred.com CIN: U65923MH2015PTC271359| Contact: 022 4097 7000

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Second Annual General Meeting of the Members of Bee Secure Home Finance Private Limited ("the Company") will be held on Friday, 29th day of September, 2017 at 4:00 p.m. at a shorter notice 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:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
- 2. To ratify the re-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 2017-2018, 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: AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof) ("the Act") read with Companies (Incorporation) Rules, 2014 and any other applicable rules if any and as may be applicable, subject to such other consents, as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the company in the following manner:

After Article No. 2(iv) the following be inserted as Article 2(iv)(A) and Article 2(iv)(B):

"2(iv)(A) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered

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- a) to person who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- b) to employees under a scheme of employees' stock option ; or
- c) to any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above

2(iv)(B) A further issue of shares may be made in any manner whatsoever as the Board may determine by way of preferential offer or private placement, subject to and in accordance of the Act."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any doubts or difficulties, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for affecting the aforesaid resolution, to settle any or all questions/ matters arising with respect to the increase in authorized share capital of the Company and the amendment to the Memorandum of Association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate statutory / regulatory authorities and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

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: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

RESOLVED THAT pursuant to Section 13(1) read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the "Act"), the Authorized Share Capital of the Company be and is hereby increased from Rs. 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of Rs.10/- (Rupees Ten) each **TO** Rs. 26,00,00,000/- (Rupees Twenty Six Crores) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakh) preference shares of Rs.10/- (Rupees Ten) each, by creation of additional 26,00,00,000 (Twenty Six Crores) compulsory convertible preference shares of Rs.10/- (Rupees Ten) each."

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing **Clause V** of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorized Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crore) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakh) compulsory convertible preference shares of Rs. 10/- (Rupees Ten) each.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any doubts or difficulties, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for affecting the aforesaid resolution, to settle any or all questions/ matters arising with respect to the increase in authoress share capital of the Company and the amendment to the Memorandum of Association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate statutory / regulatory authorities and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

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: ALTERATION IN THE OBJECT CLAUSE OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Members of the Company be and is hereby accorded for the amendment in the ancilliary objects of the Company [under Clause III(B)] of the Articles of Association) in the following manner:

I. <u>Clause 2 be substituted with following Clause (2a) and Clause(2b):</u>

"2a. To provide finance and undertake all types of lending to any person or persons including groups, cooperative society, companies, institutions, builders and others, either at interest or without and/or without any security for legally permitted end use as specified by the customer.

2b. To finance the purchase of and buy, sell, lease, alter, repair, maintain, exchange, deal in and of furniture, apparatus, appliances, machinery, tools, plant, implements, vehicles, and transportation equipment, wireless and television receivers, electrical and electronic equipment including offices and communication systems, material, goods, and articles of every description, to lease or let on hire or sell on the hire purchase system any of the same and any work connected therewith and do the business of hire purchase finance of all durable industrial and commercial goods and of all descriptions and instruments of all descriptions, refrigerators, air-condition, washing machines and other equipment of personal use of otherwise television and commercial residential and industrial buildings."

II. <u>Clause 5 be substituted with following Clause (5a) and Clause(5b):</u>

"5a. To establish Companies and Associations having similar objects for the prosecution or execution of undertakings, works, projects or enterprise of any description, whether of a private or public character, and to acquire, underwrite and dispose of shares and interest in such companies or associations.

5b. Subject to statutory/ regulatory approval(s) as may be required, to incorporate, float, promote, constitute or form any subsidiary company or companies or to make any existing company as the subsidiary of the Company for the purpose of carrying on any business or branch of a business

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which the company is authorized to carry on and to enter into any arrangement with such subsidiary company for sharing profits & losses of any business or branch of business as carried on, or to make any other arrangement which any seem conducive with reference to any business so carried on, including power at any time to close any such branch or business."

III. <u>Clause 8 be substituted with following Clause (8a) and Clause(8b):</u>

8a. To borrow or raise or secure the payment of or receive money and deposit as time deposit or otherwise at interest for any business of the Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of debentures or debenture-stock, bonds shares credited as fully or partly paid-up, obligations, mortgages, charges, and securities of all kinds, either perpetual or otherwise, either redeemable annuities and in and as and by way of securities for any such money borrowed, raised or received or of any such debentures or debenture-stock, bonds, obligations, mortgages, charges, charges and securities of all kinds either so issued to mortgage, pledge or charge the undertaking or whole or any part of the property, rights assets, or revenue and profits of the Company, present or future, including its uncalled capital or otherwise or howsoever by trust and special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lender powers as may seem expedient and to purchase redeem or pay off any such securities, provided that the Company shall not carry on business of Banking as defined by the Banking Regulation Act, 1949.

8b. Subject to compliance with the applicable statutory/ regulatory requirements, to carry on securitization, assignment and/or asset reconstruction activities and, for the same purpose, to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether unsecured or secured by mortgage of immovable properties or hypothecated by movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired, or otherwise and to carry on business as advisor to administrators and/or managers of investment funds, concerning shares, stocks, debentures, debenture stocks, bonds, units obligations, securitized debts, promissory notes, participation certificates, policies, money market investments, securities of the Central and State Governments, companies, corporations, municipal, local or other bodies or authorities or other securities or investments of any kind or description whether in India or in any foreign country whether directly or for the benefit of any person or persons."

IV. <u>Clause 31 be substituted with following Clause (31a) and Clause(31b):</u>

"31a. To pay all the costs, charges and expenses incurred by the Company for carrying out its business including salaries, wages, provident fund, gratuities, bonus, other statutory workmen liabilities, professional fees, rent, rates, taxes, insurance, conveyance and travelling, miscellaneous expenses and to create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares for any other purposes whatsoever conducive to the interest of the Company.

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31b. Subject to the provisions of the Companies Act, 2013, to indemnify members, officers, Directors and employees of the Company against proceeding, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damages or misfortunes whatsoever which shall happen in execution of their duties office or in relation thereto."

V. <u>Clause 32 be substituted with following Clause 32:</u>

"Subject to statutory/ regulatory approval(s) as may be required, to provide for the welfare of shareholders, exshareholders, directors and ex-directors and employees or ex-employees of the Company and their spouse wives, window and families or their dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grants of money, pensions, allowances, bonus or other payment or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trust and by providing or subscribing or contributing toward places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to grant money to charitable whether private, public, discretionary, vested specific, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company, either by reason or locality of operation or of public and general utility or otherwise."

VI. <u>Clause 36 be substituted with following Clause (36a) and Clause(36b)</u>:

"36a. To exercise all or any of its corporate powers rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

36b. Subject to statutory/ regulatory approval(s) as may be required, to establish and maintain any offices/ agencies in any part of the world for the conduct of the business of the Company, or for achieving the Objects of the Company."

VII. Following Clause be inserted as Clause 37 after Clause 36b

"37. To render services as brokers or agents on commission basis and to carry on the business of retail and institutional distribution of Insurance Policies or any other products issued by the Insurance Companies, on the basis of a commission, remuneration or a fee."

VIII. Existing following Clause 37 be re-numbered as Clause 38

"38. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act, or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part of parts thereof, provided the same be not inconsistent with the laws of the Union of India."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any doubts or difficulties, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for affecting the aforesaid resolution, to settle any or all

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questions/ matters arising with respect to the increase in authorized share capital of the Company and the amendment to the Memorandum of Association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate statutory / regulatory authorities and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

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."

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

Date: September 19, 2017 Place: New Delhi Sd/-Namrata Malhotra Company Secretary M No: A27061 Address: 87B, 2nd Floor, Baba House, Shahpur Jat, New Delhi -110049

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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. The consent letter for shorter notice to call Annual general meeting is enclosed with the notice. It shall be submitted by the shareholder prior to the meeting through e-mail to the Company Secretary of the Company at namrata.malhotra@incred.com
- 7. 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 (except Saturdays) upto the date of AGM.
- 8. 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.
- 9. The Annual Report for the financial year ended March 31, 2017 containing inter-alia the Directors' Report, Auditors' Report and the audited financial statements are enclosed.
- 10. 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.

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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 for convening the Annual General Meeting of the members of the Company:

Item No. 3:

In view of a proposed round of raising of funds in the Company, subject to the regulatory approval from the National Housing Bank, it is proposed to issue compulsory convertible preference shares (CCPS) to persons other than the existing members of the company, in near future.

In order to facilitate the issue of CCPS on preferential basis in terms of the provisions of the Companies Act 2013, the Articles of Association (AoA) of the Company are proposed to be amended to include the authorization for issue of further shares on preferential basis.

Accordingly, the approval of the shareholders is required to amend the Article 2(iv) of the AoA of the Company in terms of the provisions of Section 14 of the Companies, Act 2013 by way of special resolution.

The Board recommends this resolution for the approval of the shareholders.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in this resolution.

Item No. 4:

The Current Authorized Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crore) and the paid up share capital of the Company is Rs. 10,25,00,000 (Rupees Ten Crore Twenty five Lakhs only).

The Company proposes to increase its authorized share capital to Rs. 26,00,00,000/- (Rupees Twenty Six Crore) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakh) compulsory convertible preference shares of Rs. 10/- (Rupees Ten) each to facilitate the fund raising in future via issuance of CCPS.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the **Clause V** of the Memorandum of Association of the Company.

Pursuant to Section 13 and 62 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the above referred resolution.

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ITEM No. 05:

It is proposed to alter the ancilliary objects of the Company to enable and support the business expansion and growth of the company in the attainment of the main objects of the Company.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board of Directors recommends passing of the special resolution as contained in item No. 05 of the Notice.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the above referred resolution.

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

Date: September 19, 2017 Place: New Delhi Sd/-Namrata Malhotra Company Secretary M No: A27061 Address: 87B, 2nd Floor, Baba House, Shahpur Jat, New Delhi -110049

Registered Office: Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai-400051 | Email – beesecure@incred.com CIN: U65923MH2015PTC271359| Contact: 022 4097 7000

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		
Name :	E-mail Id:	
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, to be held on Friday, **29th day of September**, **2017** at **04:00 pm.** 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:

SI.	Resolution(s)	Vote	
No.		For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Annual Audited Financial Statements of the		
	Company for the financial year ended March 31, 2017, 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 2017-2018 and fix their remuneration.		
	SPECIAL BUSINESS		
3.	Alteration in Articles of Association of the Company		
4.	Increase in the authorized share capital of the Company and alteration in the		
	Capital Clause in the Memorandum of Association		
5.	Alteration in the Object Clause of the Memorandum of Association		

Signed this _____day of _____20__

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

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

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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 Second Annual General Meeting of the Members of BEE SECURE HOME FINANCE PRIVATE LIMITED held on Friday, September 29, 2017 at 04:00 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-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.

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THE COMPANIES ACT, 2013 Consent by Shareholder for Shorter Notice [Pursuant to section 101(1)]

To, The Board of Directors Bee Secure Home Finance Private Limited Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai-400051

I/We, [Name of member] having its Registered Office at ------ holding ------ Equity / Preference shares of Rs. ----- each, which constitutes ------ of the paid up equity share capital in Bee Secure Home Finance Private Limited , in its own name and / or through its nominees, hereby give consent pursuant to Section 101 of the Companies Act, 2013, to hold the Annual-General Meeting of Bee Secure Home Finance Private Limited at a shorter notice on Friday , 29th day of September 2017, 4:00 p.m. at the registered office of the Company at Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai-400051.

For ______

Authorized Signatory

Dated:

Registered Office: Unit No.1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai-400051 | Email – beesecure@incred.com CIN: U65923MH2015PTC271359| Contact: 022 4097 7000

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

