

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the next Extra-ordinary General Meeting of the Members of Bee Secure Home Finance Private Limited (the "Company") will be held at shorter notice on Tuesday, February 27, 2018, at 3 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 consider and transact the following business:

SPECIAL BUSINESS:

ITEM NO.01

Issue of Compulsorily Convertible Preference Shares on Rights basis

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

"RESOLVED THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") framed thereunder, as may be amended from time to time, and the Memorandum and Article of Association of the Company and the rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms & conditions and modifications as may be considered necessary by the Board of Director (hereinafter referred to as the 'Board') consent of the Company be and is hereby accorded to the board to invite/offer, issue upto 1,00,00,000 number of 0.01% Compulsory Convertible Preference shares ('CCPS') with face value of Rs. 10/ (Rupees Ten only) each, at a premium of Rs. 50/- (Rupees Fifty Only) , aggregating upto Rs. 60,00,00,000 (Rupees Sixty Crore only), in one or more tranche(s), on a Right basis to existing equity shareholders of the Company.

RESOLVED FURTHER THAT each CCPS shall:

- a. carry a preferential right vis-a-vis Equity shares of the company with respect to payment of dividend and repayment in case of a winding up or repayments of capital;
- b. be non-participating in the surplus funds;
- c. be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- d. be paid dividend on a non-cumulative basis;
- e. be compulsorily converted into 1 (One) Equity share of face value of Rs. 10/- at the option of the Company at any time after 3 (three) months from the date of allotment of CCPS but not later than 36 (thirty-six) months from the date of allotment of CCPS.
- f. having voting rights only in respect of certain matters as per the relevant provisions of the Companies Act 2013; and
- g. not be redeemed but shall be compulsorily Convertible.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (including any Committee of the Board of Directors) be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such

directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise in regard to the proposed right issue of CCPS and appoint consultants, legal advisors, and such other agencies as may be required for the Right issue of the CCPS, to take all steps and actions to negotiate, finalize and execute the definitive agreements and do all things and give all such directions as may be required, necessary, expedient or desirable for giving effect to the proposed issue.

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.02

Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 Crore (Rupees Five Hundred crore only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of the Board of Directors) be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard 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 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.”

ITEM NO.03

Creation of mortgage / charge on the properties / undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable

provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, , consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security if any, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s),for securing the borrowings of the company availed /or to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued/ or to be issued by the company from time to time, provided that the total amount of loans shall not at any time exceed Rs. 500 Crore (Rupees Five hundred Crore Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of the Board of Directors) be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard 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 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."

ITEM NO.04

Appointment of Mr. Raj Vikash Verma (DIN:03546341) as Non Executive Independent 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 Sections 149, 150, & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr.Raj Vikash Verma (DIN: 03546341) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from October 04, 2017 be and is hereby appointed as an Non Executive Independent Director of the Company to hold office for a period of five years with effect from October 04, 2017, not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard 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 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.”

ITEM NO.05

Appointment of Mrs. Rupa Rajul Vora (DIN:01831916) as Non Executive Independent 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 Sections 149, 150, & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mrs. Rupa Rajul Vora (DIN:01831916) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from October 04, 2017 be and is hereby appointed as an Non Executive Independent Director of the Company to hold office for a period of five years with effect from October 04, 2017, not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard 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 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:February 26,2018
Place: New Delhi**

**Sd/-
Namrata Malhotra
Company Secretary
M No: A27061
Address: 87B, 2nd 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 Extra-ordinary 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 to the Meeting.
5. The consent letter for calling the EGM at shorter notice is enclosed with the notice. The shareholders are requested to submitted by the shareholder prior to the meeting through e-mail to the Company Secretary of the Company at namrata.malhotra@incred.com
6. 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.
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 upto the date of EGM.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-ordinary General Meeting of the Company:

Item No. 01

Issue of Compulsory Convertible Preference shares on right basis

The Board of Directors at its meeting held on February 15, 2018, have approved the offer and issuance of upto 10,000,000 (One crore) Compulsorily Convertible Preference Shares ('CCPS') of Rs.10/ (Rupees ten only) each, aggregating upto Rs. 1,00,000,000 (Rupees ten crore only), in one or more tranche(s) on Rights Basis to the equity Shareholders of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires the Company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue CCPS , in one or more tranches, as per the terms provided in the explanatory statement below.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of CCPS, are as under:

A)	Size of the issue and number of preference shares to be issued and nominal value of each share	Up to 1,00,00,000 (One Crores) - 0.1% Compulsorily Convertible Non-Cumulative Preference Shares ('CCPS') - Series-I of face value of Rs. 10/- (Rupees Ten only) each, at a premium of Rs. 50/- (Rupees Fifty only) aggregating up to Rs. 60,00,00,000 (Rupees Sixty Crores only), in one or more tranche(s)
B)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible	Non-Cumulative, Non-participating Compulsorily Convertible Preference shares
C)	the objectives of the issue	General corporate purposes
D)	the manner of issue of shares	Right basis
E)	the price at which such shares are proposed to be issued	At Issue Price of Rs. 60/- per CCPS including a Premium of Rs. 50/- per CCPS over face value of Rs. 10/- per CCPS
F)	the basis on which the price has been arrived at	Fair Valuation Report by a Category I Merchant Banker registered with SEBI
G)	the terms of issue, including terms and rate of dividend on each share, etc.	The shares shall carry a fixed Non-Cumulative dividend at a rate of 0.1% on the capital for the time being paid-up thereon
H)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Not applicable in case of CCPS as they are not redeemable. Each CCPS however shall be compulsorily converted in 1 (One) Equity shares of face value of Rs. 10/- at the option of the Company

		at any time after 3 (three) months from the date of allotment of CCSP but not later than 36 (thirty-six) months from the date of allotment of CCPS. Further, the conversion price shall be Rs. 10/- per equity share.						
I)	the manner and modes of redemption	Not applicable since CCPS are not redeemable						
J)	the current shareholding pattern of the company	<table border="1"> <thead> <tr> <th>Category of Shareholder</th> <th>Pre-Issue Shareholding</th> <th>Post Issue Shareholding</th> </tr> </thead> <tbody> <tr> <td>Body Corporate</td> <td>100%</td> <td>100%</td> </tr> </tbody> </table>	Category of Shareholder	Pre-Issue Shareholding	Post Issue Shareholding	Body Corporate	100%	100%
Category of Shareholder	Pre-Issue Shareholding	Post Issue Shareholding						
Body Corporate	100%	100%						
K)	Expected dilution in equity share capital upon conversion of preference shares	Nil, since the CCPS are issued on a Rights Basis to the existing equity shareholders						
L)	Minimum Subscription	Not applicable						
M)	Renunciation of Rights	The rights entitlement of a shareholder can be renounced fully or partly by a shareholder in favour of any other person/s. Provided that any renunciation by a Resident Shareholder to a Non-Resident Shareholder shall be subject to the prevailing FDI and/or FEMA regulations/guidelines and such other applicable laws. The onus of obtaining any such regulatory approvals wherever required shall be on such Resident Shareholder.						
N)	Transferability of CCPS	The CCPS shall be transferable, subject to provisions of Articles of Association and applicable regulations, including FDI and FEMA regulations/guidelines.						
O)	Payment Terms	The entire issue price of Rs. 60/- per CCPS shall be payable upfront on application.						
P)	Variation in terms of CCPS	Any variation in the terms of the CCPS after allotment shall be made in accordance with applicable provisions of the Companies Act, 2013 and Rules framed thereunder.						
Q)	Fractional Shares	Fractional shares, if any, arising on conversion of CCPS shall be rounded off to the next higher digit if equal to or greater than 0.5 share. Any fraction below 0.5 share shall be ignored						
R)	Ranking of equity shares arising on conversion	The Equity Shares to be allotted on conversion of the CCPS shall rank pari passu in all respects with the then existing Equity Shares of the Company, and shall be subject to the Memorandum and Articles of Association of the Company.						
S)	Manner and issue of CCPS and equity shares on conversion	CCPS would be allotted in dematerialised form and the Equity shares arising on conversion shall also be issued in dematerialised form. In case any shareholder is holding Equity shares						

		in physical form, Share certificate shall be issued.
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The Board of Director commend the resolution set out at Item No.01 of the accompanying notice for the approval of the members of the company.

None of the directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution except for Mr. Bhupinder Singh in the capacity of being nominee shareholder of the Company.

ITEM NO.02

To approve the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

In order to cater to the business requirements, the Board at its meeting held on February 15, 2018, has approved the borrowing limit to Rs. 500 Crore under Section 180(1) (c) of the Companies Act, 2013 subject to shareholders approval.

The Directors recommend the matter and the resolution set out under Item no. 2 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.

ITEM NO.03

To approve the creation of mortgage / charge on the properties / undertakings of the Company under section 180(1)(a) of the Companies Act, 2013

In accordance with the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding Rs. 500 Crore thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves. In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 3.

The Directors recommend the matter and the resolution set out under Item no. 03 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.

ITEM NO. 04

Appointment of Mr. Raj Vikash Verma (DIN:03546341) as Non Executive Independent Director of the Company

The Board of Directors had considered and approved the appointment of Mr. Raj Vikash Verma (DIN 03546341) as an Additional Director (designated as Non Executive Independent Director) of the Company with effect from October 04, 2017 in terms of Section 149, 161 of the Companies Act, 2013 for a period of five years.

Schedule IV of the Companies Act, 2013 states that an appointment of an Independent Director all be made at the general meeting of the Company. Accordingly, the approval of the members is sought to appoint Mr. Raj Verma, Independent Director of the Company for a period of five years beginning October 4, 2017.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act. In the opinion of the Board, Mr. Raj Vikash Verma fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and he is independent of the Management.

The brief profile of Mr. Raj Vikash Verma is given below:

Mr. Raj Verma holds BA (Hons) degree, Master's Degree in Economics from Delhi School of Economics, and MBA in Finance from Faculty of Management Studies, Delhi University and is a Certified Associate of the Indian Institute of Bankers. Mr. Raj Vikash Verma has an experience spanning 35 years in the financial sector, as well as more than 25 years in the Housing, Mortgage finance and Real Estate sector. He has held a number of prestigious positions in course of his service career. Besides working with the Reserve Bank of India, and serving as CMD of NHB, Mr Verma has held several leadership positions, viz. MD&CEO and Chairman of the Board at CERSAI and the Central Registrar (both appointed by the Govt of India), Director on the Board (Whole Time Member) and Officiating Chairman at the Pension Fund Regulatory and Development Authority (PFRDA) (appointed by the Govt of India), Member on the Board of Trustees at the Credit Risk Guarantee Trust Fund for Low Income Housing, and Chairman at the Asia-Pacific Union for Housing Finance (APUHF) (elected by member countries), and former Chairman of the Board of IMGIC. He also served as Member on a number of Committees appointed by the Government of India and Reserve Bank of India, and entrusted with an important role in the formulation of various national level schemes and programmes on affordable and low-income housing. Mr Verma is currently appointed as short term Consultant to the World Bank Group.

He was invited to speak as Guest Speaker at a number of national and international conferences under different domestic and international agencies like the World Bank/IFC, KfW, DFID, International Union for Housing Finance, Canada Mortgage Housing Corporation, USAID, Euromoney, IFR Asia, National Association of Realtors (USA), Wharton Business School and other international governments."

Copy of the letter for appointment of Mr. Raj Vikash Verma is available for inspection at the Registered Office of the Company during the business hours.

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

Name	Mr. Raj Vikash Verma
Date of Birth	January 17, 1955
Date of first appointment in the Company	October 04, 2017
Terms and conditions of	Terms and conditions as per the letter of appointment issued in terms

appointment / re-appointment along with details of remuneration (sought to be paid, last drawn)	of Section 149 and Schedule IV of the Companies Act, 2013.
Qualification	Mr. Raj Verma holds BA (Hons) degree, Master's Degree in Economics from Delhi School of Economics, and MBA in Finance from Faculty of Management Studies, Delhi University
Experience in specific functional areas	Mr. Raj Vikash Verma has an experience spanning 35 years in the financial sector, as well as more than 25 years in the Housing, Mortgage finance and Real Estate sector.
Directorships held in other companies	-AU Small Finance Bank Limited -India Mortgage Guarantee Corporation Private Limited -ART Affordable Housing Finance (India) Limited -Visu Leasing and Finance Private Limited
No of meeting attended after his appointment	None
No. of shares held in a company	None
Relationship with other Directors, Managers and KMP	None
Justification	Considering his vast experience in financial services sector, his presence on the Board of Directors will provide guidance to the Management of the Company

The Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members.

Except for Mr. Raj Vikash Verma, 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.05

Appointment of Mrs. Rupa Rajul Vora (DIN:01831916) as Non Executive Independent Director of the Company

The Board of Directors had considered and approved the appointment of Mrs. Rupa Rajul Vora (DIN: 01831916) as an Additional Director (designated as Non Executive Independent Director) of the Company with effect from October 04, 2017 in terms of Section 149, 161 of the Companies Act, 2013 for a period of five years.

Schedule IV of the Companies Act, 2013 states that an appointment of an Independent Director all be made at the general meeting of the Company. Accordingly, the approval of the members is sought to appoint Mrs. Rupa Rajul Vora, Independent Director of the Company for a period of five years beginning October 4, 2017.

The brief profile of Mrs. Rupa Rajul Vora is given below:

"Mrs. Rupa Rajul Vora has an experience of over 3 decades with 11 years spent with IDFC Group managing Finance, Risk Management, Audit, Tax and Compliance in the capacity of Group

Director and CFO- Alternatives. Prior to IDFC, she was the CFO for Antwerp Diamond Bank, Mumbai. Prior banking experiences were with KBC Bank, Calyon Bank and Oman International Bank.

Earlier to this, she ran an independent practice as a Chartered Accountant for almost a decade."

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act. In the opinion of the Board, Mrs. Rupa Rajul Vora fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company.

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

Name	Mrs. Rupa Rajul Vora
Date of Birth	July 21,1961
Date of first appointment in the Company	October 04, 2017
Terms and conditions of appointment / re-appointment along with details of remuneration (sought to be paid , last drawn)	Terms and conditions as per the letter of appointment issued in terms of Section 149 and Schedule IV of the Companies Act, 2013.
Qualification	Chartered Accountant
Experience in specific functional ares	She has an experience of over 3 decades experience in financial services sector
Directorships held in other companies	-Advanced Enzyme Technologies Limited -New Consolidated Construction Company Limited -Cravatex Brands Limited -SS Inclusive Development Finance Private Limited -Volkswagen Finance Private Limited -JM Financial Asset Reconstruction Company Limited -Visu Leasing and Finance Private Limited -SS Human Development Foundation
No of meeting attended after her appointment	Attended one Board Meeting and one Audit Committee Meeting held on November 10, 2017
No. of shares held in the company	Nil
Relationship with other Directors, Managers and KMP	None
Justification	Considering her vast experience in financial services sector, her presence on the Board of Directors will provide guidance to the Management of the Company

Copy of the letter for appointment of Mrs. Rupa Rajul Vora as an Independent Director is available for inspection at the Registered Office of the Company.

The Directors recommend the matter and the resolution set out under Item no. 5 for the approval of the Members.

Except for Mrs. Rupa Rajul Vora, the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

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

**Date: February 26, 2018
Place: New Delhi**

**Sd/-
Namrata Malhotra
Company Secretary
M No: A27061
Address: 87B, 2nd 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 Extra-ordinary general Meeting of the company, to be held on Tuesday, February 27, 2018 at 03:00p.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
	SPECIAL BUSINESS		
1.	Issue of Compulsory Convertible Non-Cumulative Preference Shares on right basis		
2.	Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013		
3.	Creation of mortgage / charge on the properties / undertakings of the Company under section 180(1)(a) of the Companies Act, 2013		
4.	Appointment of Mr. Raj Vikash Verma (DIN:03546341) as Non Executive Independent Director of the Company		
5.	Appointment of Mrs. Rupa Rajul Vora (DIN:01831916) as Non Executive Independent Director of the Company		

Signed this ___ day of ___ 2018

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder
across Revenue Stamp

Signature of the shareholder

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 Extra-ordinary General Meeting of the Members of BEE SECURE HOME FINANCE PRIVATE LIMITED held on Tuesday, February 27, 2018 at 03:00p.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) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

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, (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 Extra-ordinary General Meeting of Bee Secure Home Finance Private Limited at a shorter notice on Tuesday, February 27, 2018 at 03:00 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:

Route Map of the venue of Extra-ordinary General Meeting of Bee Secure Home Finance Private Limited

