

INCRED HOUSING FINANCE PRIVATE LIMITED

(Formerly known as Bee Secure Home Finance Private Limited)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the next Extra-ordinary General Meeting of the Members of InCred Housing Finance Private Limited (the "Company") will be held at shorter notice on Monday, November 26, 2018 at 1:00 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 to consider and transact the following business:

SPECIAL BUSINESS:

ITEM NO.01

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 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 ancillary objects of the Company [under Clause IIIB (24)] of the Memorandum of Association by substituting

To amalgamate, enter into any arrangement for sharing profits or losses, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any person or company carrying on or engage in, or about to carry on or engage in, business or transaction which the Company is authorized to carry on or engage in, or which can be carried on in connection therewith and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities, that may be agreed upon, and to hold and retain or sell mortgage and deal with any shares, debentures, debenture-Stock or securities, that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies in this regard or for giving effect to this Resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be and is hereby issued under the hand of a Director or Company Secretary of the Company and be submitted to the concerned authority and they are requested to rely upon the authority of the same."

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Place: New Delhi
Date: November 22, 2018

By Order of the Board of Directors
For InCred Housing Finance Private Limited

Sd/-
Namrata Malhotra
Company Secretary
M No. A27061
Address: 87-B, 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 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.
6. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate 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 Corporate 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

Item No. 1:

As the Members are aware, the name of the Company was recently changed from 'Bee Secure Home Finance Private Limited' to 'InCred Housing Finance Private Limited' with effect from August 31, 2018. Pursuant to this, the Company had submitted its application with the National Housing Bank ('NHB') for the issuance of fresh Certificate of Registration (CoR).

The NHB while processing the application has advised the Company to amend its existing Ancillary Object Clause No. III B (24) of the Memorandum of Association by removing words 'to enter into any partnership' as this is not in accordance with the Housing Finance Companies (NHB) Directions, 2010 ('Directions').

Since para 32A of the Directions prohibits housing finance companies to contribute towards the capital of a partnership firm or become a partner of such firm therefore it is proposed to amend the Clause No. III B (24) MoA 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 amendment to the ancillary object in the Memorandum of Association of the Company.

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

None of the Directors or other key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the Resolution.

**By Order of the Board of Directors
For InCred Housing Finance Private Limited**

**Place: New Delhi
Date: November 22, 2018**

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



INCRED HOUSING FINANCE PRIVATE LIMITED

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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 Extraordinary general Meeting of the company, to be held on Monday, November 26, 2018 at 1:00 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolution(s) | Vote | |
|---------|--|------|---------|
| | | For | Against |
| | SPECIAL BUSINESS | | |
| 1. | Amendment to the object clause of the Memorandum of Association of the Company | | |

Signed this ____ day of ____ 2018

Affix Revenue Stamps

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 Corporate Office of the Company not less than 48 hours before the commencement of the Meeting



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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 Extra-ordinary General Meeting of the Members of InCred Housing Finance Private Limited held on Monday, November 26, 2018 at 1:00 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) In case of joint holders, the votes of the senior wo 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.

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

**To,
The Board of Directors
InCred Housing 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 InCred Housing 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 InCred Housing Finance Private Limited at a shorter notice on Monday, November 26, 2018 at 1:00 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:

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Route Map of the venue of Extra-ordinary General Meeting of InCred Housing Finance Private Limited

