NOTICE

Notice is hereby given that the 9th **Annual General Meeting (AGM)** of the Shubham Housing Development Finance Company Limited will be held on Monday the 25th day of June 2018 at 11 a.m. IST at its Registered Office situated at D-305, Ground Floor, Sarvodaya Enclave, New Delhi – 110017 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018, together with the Directors' and Auditors' Reports thereon.

Item No. 2 – Re-appointment of Mr. Sandeep Marian Farias, Director

To appoint a Director in place of Mr. Sandeep Marian Farias, DIN: 00036043, Nominee Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 3 – Re-appointment of Mr. Rahul Chandra, Director

To appoint a Director in place of Mr. Rahul Chandra, DIN: 01213049, Nominee Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 4 – Ratification of Appointment of Statutory Auditors

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** M/s. B S R & Associates LLP, Chartered Accountants, FRN 116231 W/ W-100024 (from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received), be and are hereby ratified to continue as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as is finalized by the Management of the Company.

RESOLVED FURTHER THAT the Mr. Sanjay Chaturvedi, Director or Mr. Shashank Jain, CFO or Ms. Neeta Kamra, Company Secretary of the Company, be and are hereby severally authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to above resolution".

Shubham Housing Development Finance Co. Ltd. ★ Gurgaon

NOTES:

1. Pursuant to Secretarial Standards on General Meetings, in respect of Directors seeking re-appointment at the AGM, details of Directors is furnished as annexure to the Notice.

2. EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. The instrument of proxy in order to be effective should be received by the company not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice.

5. Relevant documents referred to in the Notice and the accompanying Statements are open for inspection by the Members at the Registered Office of the Company during working hours on all working days, up to the date of the Annual General Meeting.

6. The Register of Members, Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained under Sections 88, 170 and 189 respectively of the Companies Act, 2013, shall be available for inspection by the Members at the AGM.

7. The road map to the venue of the annual general meeting is enclosed to this Notice.

By Order of the Board
For Shubham Housing Development Finance Company Limited

Gurgaon

(Neeta Kamra)
Company Secretary
Membership No. : ACS 22892
Add: Shubham House, 425, Udyog Vihar,
Phase IV, Gurgaon-1220015

Place: Gurgaon
Date: 30.05.2018

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting
[Pursuant to Secretarial Standards on General Meetings]

DETAILS OF MR. SANDEEP MARIAN FARIAS

- **Date of first appointment on the Board of Company**
  Mr. Sandeep Marian Farias was appointed as a Member of Board of Shubham Housing Development Finance Company with effect from April 18, 2012

- **Age, experience and qualification that qualify him for Board membership**
  He, aged 44 and co-founded Elevar Equity in 2008 with the view that lack of access to basic services for under-served communities is an issue of discrimination that must be challenged.

  Sandeep has close to 20 years of experience in diverse areas such as emerging markets investing, microfinance and other financial services, governance, organizational design and corporate law. He has consistently been passionate about working with early stage companies that foster economic development. Sandeep has led Series A investments in what are now some of India's best "low income community" focused companies. He currently sits on the board of Madura, Vistaar, Glocal, Indifi and SecureNow. Prior to Elevar, between 2004 and 2008 he founded and ran the Indian operations of Unitus, a microfinance accelerator where he partnered with, and supported, some of India's leading microfinance institutions (who were in the early stages of their journey). The companies he has invested in, or partnered with, have together reached close to 20 million customers in the last few years.

  Sandeep started his career in 1996 after completing an integrated law and arts degree from the National Law School of India University. Over eight years, he worked at two leading corporate law firms (Amarchand and Nishith Desai Associates), worked with clients such as Google, Amazon, Singapore Telecom and Temasek and founded NDA's corporate and development sector practice. He also established NDA's offices in Palo Alto and Bangalore and helped the firm win the Asian Law Firm of the Year (Pro Bono) Award from the International Financial Law Review for his work with the American India Foundation after the Gujarat earthquake in 2000. Sandeep is also passionate about politics, design, cycling and good conversations.

  He holds a degree in BA LLB (Honors) from National School of Law, Bangalore.

- **Shareholding in the Company**
  He does not hold any share of the Company in individual capacity.

- **Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**
  There is no inter-se relationship between him and other members of the Board and Key Managerial Personnel of the Company.

- **Board Meeting Attendance and Remuneration during the FY 2017-18**

Shubham Housing Development Finance Co. Ltd. * Gurgaon

He attended 1 (one) out of 8 (Eight) Board Meetings held during the year. He was not paid any remuneration during his term with the Company.

- **Companies (other than Shubham Housing Development Finance Company) in which he holds Directorships and Committee memberships as on 31st March 2018**

Directorships

1. Elevar Advisors Private Limited
2. Madura Micro Finance Limited
3. Vistaar Financial Services Private Limited
4. Glocal Healthcare Systems Private Limited
5. Indifi Technologies Private Limited
6. Securenow Techservices Private Limited
7. Riviera Investors Private Limited
8. Leadership Boulevard Private Limited
9. Kamatan Farm Tech Private Limited
10. Elevar Venture Partners LLP
11. Impactius Venture Partners LLP
12. Moonshot Venture Partners LLP

Chairman of Board Committees

Name of Companies	**Names of Board Committees in which he is Chairman**
NIL	**NIL**

Member of Board Committees

Name of Companies	**Names of Board Committees in which he is member**
Madura Micro Finance Limited	• Business Review Committee • Nomination and Remuneration Committee
Indifi Technologies Private Limited	Nomination and Remuneration Committee
Vistaar Financial Services Private Limited	CSR Committee

- **Terms and conditions of re-appointment**
  Being a Director liable to retire by rotation, he is retiring in the ensuing AGM. Being eligible, he seeks re-appointment as a Director on the Board of Directors of the Company as a nominee of Investors-Shareholders of the Company (i.e. Elevar Equity Mauritius). He shall hold his office in the Company at the pleasure of Investors-Shareholders who nominated him and shall be liable to retire by rotation. His re-appointment in the Board is sought at nil remuneration.

Shubham Housing Development Finance Co. Ltd. ★ Gurgaon

DETAILS OF MR. RAHUL CHANDRA

- **Date of first appointment on the Board of Company**
  Mr. Rahul Chandra was appointed as a Member of Board of Shubham Housing Development Finance Company Limited with effect from April 18, 2012.

- **Age, experience and qualification that qualify him for Board membership**
  He, aged 45, is co-founder and Managing Director of Helion and has 17 years of venture capital investing and corporate development experience in technology product and services companies in India and the US.

  Between 2000 and 2006, Rahul was based in Silicon Valley as part of the investment team at Walden International, a global venture capital firm with more than $2B under management. Between 2004 and 2005 he also led the M&A efforts at e4e Inc., a Santa Clara, CA based BPO company with more than 4,000 employees across the globe.

  Rahul started Venture Capital investing in 1996 in India as the first hire at Walden's India office. In this role he managed investments for Walden's India dedicated Fund between 1996 and 2000.

  Rahul has invested in more than 30 early-to-mid-stage companies such as Mindtree, Ikanos (IKAN), e4e Inc and Techspan (Headstrong). Prior to Walden, he worked in the Capital Markets Group at Lazard India and in the Primary Market Department at the Securities Exchange Board of India.

  Rahul has an MBA from University of California, Berkeley and graduated from Birla Institute of Technology & Science, Pilani in 1993.

- **Shareholding in the Company**
  He does not hold any share of the Company in individual capacity.

- **Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**
  There is no inter-se relationship between him and other members of the Board and Key Managerial Personnel of the Company.

- **Board Meeting Attendance and Remuneration during the FY 2017-18**
  He attended 5 (five) out of 8 (eight) Board Meetings held during the year. He was not paid any remuneration during his term with the Company.

- **Companies (other than Shubham Housing Development Finance Company) in which he holds Directorships as on 31st March 2018**

  Directorships
  1. Unitary Investment Management LLP
  2. Wooplr Technologies Private Limited
  3. Rapidvalue IT Services Private Limited

Shubham Housing Development Finance Gurgaon

4. Seclore Technology Private Limited
5. Stelling Technologies Private Limited
6. Unitedlex BPO Private Limited
7. Skookum Education Consultants Private Limited
8. Toppr Technologies Private Limited

Chairman of Board Committees

Name of Companies	**Names of Board Committees in which he is Chairman**
NIL	**NIL**

Member of Board Committees

Name of Companies	**Names of Board Committees in which he is member**
UnitedLex BPO Private Limited	• Compensation Committee • Corporate Social Responsibility Committee

- **Terms and conditions of re-appointment**
  Being director liable to retire by rotation, he is retiring in the ensuing AGM. He seeks his re-appointment as nominee of Investors-Shareholders of the Company (i.e. Helion Venture Partners II, LLC), in the Board. He shall hold his office in the Company at the pleasure of Investors-Shareholders who nominated him and shall be liable to retire by rotation. His re-appointment in the Board is sought at nil remuneration.

Shubham Housing Development Finance Co. Ltd. ★ Gurgaon