NOTICE

Notice is hereby given that the **10th Annual General Meeting (AGM)** of the Shubham Housing Development Finance Company Limited will be held on Tuesday the 18th day of June 2019 at 11:30 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 2019, together with the Directors' and Auditors' Reports thereon.

Item No. 2 – Re-appointment of Mr. Rahul Garg, Director
To appoint a Director in place of Mr. Rahul Garg, DIN: 06939695, 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. Vishal Tulsyan, Director
To appoint a Director in place of Mr. Vishal Tulsyan, DIN: 00139754, 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 Ms. Rupa Basu, 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".

NOTES:

1. Pursuant to Secretarial Standards on General Meetings, in respect of Directors seeking re-appointment at the AGM, details of Directors are 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, if any, 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

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

Place: Gurugram
Date: 23.05.2019

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. RAHUL GARG

- **Date of first appointment on the Board of Company**
  Mr. Rahul Garg was appointed as a Member of Board of Shubham Housing Development Finance Company Ltd. with effect from January 24, 2018.

- **Age, experience and qualification that qualify him for Board membership**
  He aged 43 and eminent personality at Premji Invest, Bangalore. At Premji Invest he is a part of the Investments team looking at PE and Mezzanine Investments with key sectors of interest include BFSI space including transaction processing and payment solutions space, Agri and Food processing, Retail, Domestic Consumption themes and Conventional Power.

  Previously he worked at ICICI Bank in various profiles including AGM corporate banking group, Head-Origination, equity linked products, Team Leader - structured trade and treasury products, RMAG and others.

  Rahul is an MBA Finance from MDI Gurgaon and B.E., Mechanical Engineering from Delhi College of Engineering

- **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 2018-19**
  He attended 5 (Five) out of 7 (Seven) 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 Ltd.) in which he holds Directorships and Committee memberships as on 31st March 2019.**

  Directorships
  1. Future Retail Limited
  2. ID Fresh Food (India) Private Limited
  3. Hygienic Research Institute Private Limited
  4. Financial Software and Systems Private Limited
  5. Fabindia Overseas Private Limited

- **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. PI Opportunities Fund I). 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.

DETAILS OF Mr. Vishal Tulsyan

- **Date of first appointment on the Board of Company**
  Mr. Vishal Tulsyan was appointed as a Member of Board of Shubham Housing Development Finance Company Limited with effect from November 13, 2018.

- **Age, experience and qualification that qualify him for Board membership**

  He, aged 43, and having more than 15 years of experience in financial services. At Rabobank, he was a director responsible for the origination and execution of structured finance, project finance, acquisition finance transactions, and private equity and M&A products.

  Mr. Vishal is a member of the Institute of Chartered Accountants of India (all-India rank holder) and was a top-ranking student of the prestigious St. Xaviers College, Kolkata.

- **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 2018-19**
  He attended 1 (One) out of 2 (Two) 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 Ltd.) in which he holds Directorships as on 31st March 2018**

  Directorships
  1. Moksh Realty Advisors LLP
  2. India Realty Excellence Fund II LLP
  3. Ganpati Realinvest LLP
  4. Kurlon Enterprise Limited
  5. IKF Finance Limited
  6. MOPE Investment Advisors Private Limited
  7. Motilal Oswal Real Estate Investment Advisors II Private Limited
  8. N. Ranga Rao & Sons Private Limited.
  9. Motilal Oswal Real Estate Investment Advisors Private Limited
  10. Sahsarathi Collective Foundation

- **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. Other Investors Group which comprises “MOPE, MOFSL and EWT), 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.

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]**

CIN: U65921DL2010PLC199469
Name of the company: Shubham Housing Development Finance Company Ltd.
Registered office: D-305, Ground Floor, Sarvodaya Enclave, New Delhi-110017

Name of the member (s)	**:**	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member(s) of ______________ Equity shares and ___________Compulsory Convertible Preference Shares of the above named company, hereby appoint:

1. Name:

   Address:

   E-mail Id:

   Signature : ……………………..,

   or failing him/her

2. Name:

   Address:

   E-mail Id:

   Signature : ……………………..,

   or failing him/her

3. Name:

   Address:

   E-mail Id:

   Signature : ………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on Tuesday the 18th day of June 2019 at 11:30 A.M IST at Registered Office of the company at D-305, Ground Floor, Sarvodaya Enclave, New Delhi – 110017 and at any adjournment thereof in respect of resolutions as indicated below:

Resolution No: 1
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019, together with the Directors' and Auditors' Reports thereon.

Resolution No.2
To re-appoint Mr. Rahul Garg as a Director, who retires by rotation and being eligible, offers himself, for re-appointment.

Resolution No.3
To re-appoint Mr. Vishal Tulsyan as a Director, who retires by rotation and being eligible, offers himself, for re-appointment.

Resolution No. 4
To ratify the appointment of M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of next AGM and to fix their remuneration

Signed this …………………………………. 2019

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

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.