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NOTICE

Shorter Notice is hereby given that the **12th Annual General Meeting (AGM)** of Shubham Housing Development Finance Company Limited will be held on Tuesday the 8th day of June 2021 at 03.00 p.m. IST at its Registered Office 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 2021, together with the Directors' and Auditors' Reports thereon.

Item No. 2 – Re-appointment of Mr. Rahul Garg, Director
To consider re-appointment of Mr. Rahul Garg, DIN: 06939695, Nominee Director of PI Opportunities Fund I, an Investor in 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. He shall be liable to retire by rotation.

Item No. 3 – Re-appointment of Mr. Vishal Tulsyan, Director
To consider re-appointment of Mr. Vishal Tulsyan, DIN: 000139754, Nominee Director of Motilal Group, an Investor in 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. He shall be liable to retire by rotation.

SPECIAL BUSINESS:

Item No. 4 – Re-appointment of Mr. Sanjay Chaturvedi as Whole Time Director

To consider, and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Chaturvedi, Director (holding DIN 01636432) as a Whole-Time Director of the Company for a period of 5 years commencing from July 27, 2021 till July 26, 2026, not liable to retire by rotation, at a remuneration and other terms and conditions as may be fixed by Board or Recruitment, Compensation and Nomination Committee of Board or any other appropriate Committee, called by whatsoever name, subject to the consolidated remuneration not exceeding Rs. 5,00,00,000/- (Rupees five crores) per annum inclusive of remuneration(s) payable directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives.

RESOLVED FURTHER THAT the Board and Committee be and is severally authorized to settle all questions, difficulties or doubts that may arise in this regard, at any stage, alter and vary the terms and conditions of re-appointment without seeking any further consent or approval of the shareholders.

FURTHER RESOLVED THAT over and above such remuneration, Mr. Sanjay Chaturvedi will be eligible to receive –

1. Such other benefits as available to him being an employee and/or a Director of the Company, such as insurance cover, gratuity, PF, leave encashment, etc.
2. Reimbursements towards expenses incurred for Company work including travel, conveyance, telephone, etc., and other expenses incurred in the course of discharging his duties at actuals, and
3. Reimbursements towards entertainment and other expenses incurred for business promotion/development, not exceeding Rs 6,00,000/- per annum.

RESOLVED FURTHER THAT Ms. Rupa Basu, Director and/or Mr. Shashank Jain, Chief Financial Officer and/or Ms. Neeta Kamra, Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution, including to delegate this power."

Item No. 5- Increasing in the Borrowing Power of the Company

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

"RESOLVED THAT pursuant to section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded to raise or borrow such sum(s) as the Board or Committee thereof may deem appropriate, from time to time, for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company's bankers in the ordinary course of business) taken together may exceed the paid-up capital of the Company and free reserves (not set apart for any specific purpose), provided that the total amount upto which monies may be so borrowed and outstanding at any time, shall not exceed Rs. 3,000/- crores (Rupees three thousand crores).

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Director and/or Ms. Rupa Basu, Director and/or Mr. Shashank Jain, CFO and/or Ms. Neeta Kamra, Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution(s) from time to time."

Item No. 6- Creation of charge over assets of the Company

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

"RESOLVED THAT pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded to Board or Committee thereof pledge and/or mortgage and/or charge all or any part of the moveable and/or immovable properties of the Company and/or the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating/fixed charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks and/or Financial Institutions and/or any other lenders and/or trustees including debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company to any party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company and outstanding at any time, does not exceed Rs. 3,000/- crores (Rupees three thousand crores).

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Director and/or Ms. Rupa Basu, Director and/or Mr. Shashank Jain, CFO and/or Ms. Neeta Kamra, Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution, from time to time."

Item No. 7 - Appointment of Mr. Manoj Dattatraya Rane (DIN: 02653448) as an Independent Director

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

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Dattatraya Rane (DIN 02653448) who was appointed as Additional Director and designated as Independent Director by the Board of Directors of the Company ("Board") in its meeting dated 11th November, 2020 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, and who has signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for appointment of an Independent Director and the Independent Director data bank registration under the Companies Act, 2013, be and is hereby approved to hold the office of an Independent Director of the Company for a period of five (5) consecutive years commencing from 11th November 2020 through 10th November 2025 on such terms and conditions as may be approved by Board and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, Mr. Sanjay Chaturvedi, Director and/or Ms. Rupa Basu, Director and/or Mr. Shashank Jain, CFO and/or Ms. Neeta Kamra, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps and do all such things and give all such directions as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities in accordance with applicable laws."

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

Shubham Housing Development Finance Company Ltd. ★ Gurgaon

(Neeta Kamra)
Company Secretary
Membership No.: ACS 22892

Place: Delhi
Date: 28.05.2021

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 and at the Meeting also.

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.

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

Item No. 4

Mr. Sanjay Chaturvedi is one of the founding member of this Company. He has been steering the Company since inception, i.e., 23.02.2010. His valuable guidance and continued association in the Company shall be highly beneficial for the success of the Company.

The present terms of appointment of Mr. Chaturvedi as Whole Time Director are expiring on July 26, 2021 and it would be appropriate to re-appoint him as a Whole Time Director of the Company for a period of 5 years with effect from July 27, 2021 to July 26, 2026. Subject to the approval of members, the Board of Director of the Company at its meeting held on 28.05.2021, on the recommendation of the "Remuneration, Compensation and Nomination Committee" in its meeting held on 27.05.2021, approved the re-appointment of Mr. Chaturvedi as Whole Time Director of the Company for next 5 years from 27.07.2021 to 26.07.2026.

Remuneration proposed: It is proposed to pay to Mr. Chaturvedi such remuneration as may be fixed by the Board or "Recruitment, Compensation and Nomination Committee" of the Board or any other appropriate Committee, called by whatsoever name, subject to

a) Consolidated remuneration not exceeding Rs. 5,00,00,000/- (Rupees five crores) per annum inclusive of remuneration(s) payable directly or otherwise or by way of salary and perquisites, performance-based rewards/ incentives.
b) Over and above remuneration mentioned above in point no. (a), following additional benefits shall be available: -
   - Such other benefits as available to him being an employee and/or a Director of the Company, such as insurance cover, gratuity, PF, leave encashment, etc.
   - Reimbursements towards expenses incurred for Company work including travel, conveyance, telephone, etc., and other expenses incurred in the course of discharging his duties at actuals, and
   - Reimbursements towards entertainment expenses incurred for business development, not exceeding Rs 6,00,000/- per annum.

Taking into consideration the size of the Company, the profile of Mr. Chaturvedi, the responsibilities shouldered by him and the industry benchmarks, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

Except Mr. Sanjay Chaturvedi himself, being an appointee, none of the Directors or Key Managerial Personnel of the Company (including their relatives), except to the extent of their shareholding in the Company, are interested or concerned in the resolution set out in Item No. 4.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 4 of the notice as special resolution.

Item No. 5 & 6

The total amount of loans drawn and tied up to be drawn along with those to be tied up in near future to meet the business requirements of the Company, will exceed the existing paid up capital and free reserves of the company.

Company, vide members' resolution passed in Extra-Ordinary General Meeting held on 21.12.2018, had approved that the limit of total borrowings outstanding at any time may exceed the paid up capital of the Company and free reserves not set apart for any specific purpose but shall not exceed Rs. 2000,00,00,000/- (Rupees two thousand crores).

Now, the Company expects to borrow a sum which may exceed Rs. 2000,00,00,000/- (Rupees two thousand crores) from banks / financial institutions / others as term loans/cash credit facilities/other facilities for the purpose of working capital and other business requirements which includes NCDs/ECBs/CPs etc. of the Company. For this, Company proposes to increase its borrowing limits from existing Rs. 2000,00,00,000/- (Rupees two thousand crores) to Rs. 3000,00,00,000/- (Rupees Three thousand crores).

Therefore, Company needs to obtain approval of shareholders to increase its borrowing limits exceeding paid up capital and free reserves and to create security against money borrowed by way of creating mortgage and/or charge on movable/immovable properties of the Company in pursuance of Section 180 (1) (c) of the Companies Act, 2013 and Section 180 (1) (a) of the Companies Act, 2013 respectively.

None of the Directors or Key Managerial Personnel of the Company (including their relatives), except to the extent of their shareholding in the Company, is concerned or interested in the resolutions set out in Item No. 5 & 6.

The Board of Directors of the Company recommends the passing of the resolutions in Item No. 5 & 6 of the notice as special resolution.

Item No. 7

Based on recommendation by the "Recruitment, Compensation and Nomination Committee", Board of Directors in their meeting held on 11th November, 2020 appointed Mr. Manoj Dattatraya Rane as an Additional Director designated as Independent Director in the Board to hold the office till the conclusion of next Annual General Meeting. The Board is of the view that it would be beneficial for the Company, with the approval of shareholders to appoint Mr. Manoj Dattatraya Rane as Independent Director for a term of five (5) years from the date of initial appointment, i.e., 11th November 2020.

Mr. Rane has given a declaration to the Board that he meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Keeping in view his rich knowledge and experience, which could be utilized to put appropriate strategies for growth of business activities of the Company, it was thought fit to appoint Mr. Manoj Dattatraya Rane as an Independent Director on the Board.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Mr. Rane will be available for inspection without any fee by the shareholders at the registered office of the Company during normal business hours on any working day upto the date of AGM.

The appointment of Mr. Rane fulfills the conditions specified under the Companies Act 2013 and the rules made thereunder, and the appointment of Mr. Rane is independent to the management.

In view of above, approval of shareholders is being sought for the ratification of appointment of Mr. Manoj Dattatraya Rane as an Independent Director by the Board and the approval to hold the office for the period of five (5) years commencing from 11th November 2020 through 10th November 2025 during which the office shall not be liable to retirement by rotation.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 7 of the notice as ordinary resolution

None of the directors except Mr. Manoj Dattatraya Rane, managers or key managerial personnel of the Company or the relatives thereof, is interested in this resolution, financially or otherwise.

For **SHUBHAM HOUSING DEVELOPMENT FINANCE COMPANY LIMITED**

Shubham Housing Development Finance Company Ltd.
Gurgaon

(Neeta Kamra)
Company Secretary
Membership No.: ACS 22892

Place: Delhi
Date: 28.05.2021

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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 46 and he holds a B.E. (Mechanical) degree from Delhi College of Engineering (1993-1997) and a Management degree from MDI, Gurgaon (1997-1999). Mr. Garg is the Partner and Co-Head India Private Equity strategy of Premji Invest. He leads investments in BFSI and Consumer/Retail sectors.

  Prior to Premji Invest, He was associated with ICICI Bank Ltd and worked across the entire financial services spectrum covering private equity, convertibles, investment banking, corporate banking, structured finance, forex and project finance.

- **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 2019-20**
  He attended 10 (Ten) out of 12(Twelve) Board Meetings he was entitled to attend during the year. He was not paid any remuneration during his term with the Company.

- **Companies in which he holds Directorships and Committee memberships as on 31st March 2021. (other than Shubham Housing Development Finance Company Ltd.)**

  Directorships
  1. Future Retail Limited
  2. Future Lifestyle Fashions Limited
  3. ID Fresh Food (India) Private Limited
  4. Hygienic Research Institute Private Limited
  5. Financial Software and Systems Private Limited
  6. 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 an Investor-Shareholder of the Company (i.e., PI Opportunities Fund I). He shall hold his office in the Company at the pleasure of the Investor-Shareholder who nominated him and shall be liable to retire by rotation. His re-appointment in the Board is sought at nil remuneration. During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

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**

  Mr. Vishal Tulsyan aged about 46 years and a founder of MOPE Investment Advisors Private Limited ("MOPE") in 2006 with Motilal Oswal Financial Services Limited ("MOFSL") being the sponsor. At MOPE, Mr. Tulsyan looks to build a platform to channelize long-term capital to create valuable enterprises and successful entrepreneurs. Prior to founding MOPE, Mr. Vishal was with Rabobank during its formative years in India, helping build its corporate finance and investment banking franchise. During his Rabobank tenure, he executed ~50 transactions aggregating more than Rs 900 bn & helped build the life sciences practice in India into a key business driver.

  Mr. Tulsyan holds a Bachelor's Degree in Commerce from the prestigious St. Xaviers' College, Kolkata and is a member of the Institute of Chartered Accountants of India.

- **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 2020-21**
  He attended 5 (Five) out of 12 (Twelve) Board Meetings he was entitled to attend during the year. He was not paid any remuneration during his term with the Company.

- **Companies in which he holds Directorships as on 31st March 2021**
  (other than Shubham Housing Development Finance Company Ltd.)

  Directorships
  1. Moksh Realty Advisors LLP
  2. India Realty Excellence Fund II LLP
  3. Ganpati Realinvest LLP
  4. Kurlon Enterprise Limited
  5. MO Alternate Investment Advisors Private 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
  11. Motilal Oswal Trustee Company Limited

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- **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 an Investor-Shareholder of the Company (i.e., Motilal Group), on the Board. He shall hold his office in the Company at the pleasure of the Investor-Shareholder who nominated him and shall be liable to retire by rotation. His re-appointment in the Board is sought at nil remuneration. During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

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DETAILS OF MR. SANJAY CHATURVEDI

- **Date of first appointment on the Board of Company**
  Mr. Sanjay Chaturvedi, being first director of the Company, has been holding office since incorporation of the Company i.e. 23.02.2010.

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

  Mr. Sanjay Chaturvedi aged about 56 years has more than 33 years of proven expertise in general management, sales & distribution, new category development, brand management and backend operations including collections across large, blue chip financial services organisations.

  Prior to Shubham Housing, Mr. Chaturvedi has successfully launched and led new business lines for the consumer business of Citibank, HSBC and GE Consumer Finance in India and First Gulf Bank in the UAE. Prior to this, his role was to set up and manage the Lending and Payments business for Reliance Retail.

  Mr. Chaturvedi holds Master's in Business Administration from Lucknow University.

- **Shareholding in the Company**
  He holds 250,000 equity shares in the Company.

- **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 2020-21**
  He attended 12 (Twelve) out of 12 (Twelve) Board Meetings he was entitled to attend during the year. He was paid the remuneration of Rs. 1,41,83,021/- during the year.

- **Companies in which he holds Directorships as on 31st March 2021 (other than Shubham Housing Development Finance Company Ltd.)**
  None

- **Terms and conditions of re-appointment**
  His current term as WTD is expiring on 26.07.2021. Being eligible, he has offered himself for re-appointment as WTD. His re-appointment is proposed for five years with effect from 27.07.2021 to 26.07.2026. During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

  Being WTD, his office shall not be liable to retire by rotation. He would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case. He shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. His appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder.

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DETAILS OF MR. MANOJ DATTATRAYA RANE

- **Date of first appointment on the Board of Company**
  Mr. Manoj Dattatraya Rane was first appointed on Board on 11.11.2020 as Additional Director and designated as Independent Director.

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

  Mr. Manoj Dattatraya Rane aged about 55 years has more than 31 years of extensive experience in financial markets. He has held various senior positions at IndusInd Bank Ltd, Bank of America & BNP Paribas. He has been Vice-Chairman of FIMMDA and FEDAI and was a member of RBI's prestigious Technical Advisory Committee for Govt. Securities.

  Mr. Rane holds a Bachelor's Degree in Commerce and is a member of the Institute of Chartered Accountants of India.

- **Shareholding in the Company** : Nil

- **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 2020-21**
  He attended 1 (One) out of 2 (Two) Board Meetings he was entitled to attend during the year. He was not paid any remuneration during FY 2020-21 except sitting fees amounting Rs. 75,000/- for attending meetings of Board and committees of which he was member.

- **Companies in which he holds Directorships as on 31st March 2021 (other than Shubham Housing Development Finance Company Ltd.)** : None

- **Terms and conditions of appointment**
  He was appointed on 11.11.2020 as additional director and designated as Independent Director to hold the office upto the date of next AGM.

  Since the appointment of Independent Director requires to be confirmed in the meeting of shareholders. Therefore, his appointment is proposed for confirmation from members in the ensuing AGM. His appointment, if confirmed, shall be for a term of 5 years effective from 11.11.2020 to 10.11.2025

  During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

  Being Independent Director, his office shall not be liable to retire by rotation.

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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]

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 12th Annual General Meeting of the company, to be held on Tuesday the 08th day of June 2021 at 03:00 p.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 2021, 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 re-appoint Mr. Sanjay Chaturvedi as Whole Time Director.

Resolution No. 5
Increasing in the Borrowing Power of the Company

Resolution No. 6
Creation of charge over asset of the Company

Resolution No. 7
Appointment of Mr. Manoj Dattatraya Rane (DIN: 02653448) as an Independent Director

Signed this ………………………………… 2021

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.