

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

(Formerly known as Dobra Finance Private Limited)

Registered office: 514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021;

CIN: U65999MH2017PTC291060; **Phone:** +91 22 2576 3623;

E-mail: wecare@hfs.in; **Website:** www.hfs.in

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that, the **Extra-Ordinary General Meeting (“EGM”)** of the Members of **Hiranandani Financial Services Private Limited** (Formerly known as Dobra Finance Private Limited) will be held at a Shorter Notice on **Tuesday, January 14, 2020** at **03:00 P.M.** At 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 to transact the following business: -

Special Business:**1. ALTERATION OF OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), Companies (Incorporation) Rules, 2014, as amended from time to time (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai (“**ROC**”) and/or of any other statutory or regulatory authority, as may be necessary, the consent of the Members be and is hereby accorded to alter Clause III (Objects Clause) of the Memorandum of Association of the Company, by inserting the following sub-clauses under Part - A of Clause III, after the existing sub-clause 1:

- III (A) 2 *To carry on the business or render services of Corporate Agents and/or Brokers of the Insurance Companies and to sell/distribute/market/solicit/procure all or any type of the Insurance Policies or any other products offered by the Insurance Companies, on the basis of a commission, remuneration or a fee.*
- III (A) 3 *To carry on and undertake the business of acting as direct selling agents, referrer, franchisee, licensee, authorized sales agents for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, other securities, mutual funds units, equity and preference shares and other type of securities of companies, life and non-life insurance products, all types of structured products designed by the Company or any other company(ies), to act as business correspondents for banks and/or various other entities subject to such guidelines as may be prescribed by the Reserve Bank of India from time to time, to act as collection, recovery agents, service providers for other entities engaged in similar business as the Company, to provide technology platform for other entities.*
- III (A) 4 *To undertake and carry on the business of servicers of loans and other facilities, purchasing or acquiring and or assigning, selling, conveying, transferring and disposing of, by any means including securitization, the receivables arising out of loans (whether secured or unsecured), standard or non-performing assets and / or the lease rentals and hire charges from the leasing or hire of equipment, machinery, vehicles and other assets (whether standard or non performing) including any underlying securities (where applicable) therewith and to undertake / participate in / share in the risks associated with such activity, if any.*

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RESOLVED FURTHER THAT Mr. Harsh S. Hiranandani and Mr. G.S. Lodha, Directors, Mr. Uday Suvarna, Chief Executive Officer, Mr. Vivekanand Ramachandran, Chief Financial Officer and Mr. Ankit Kumar Jain, Company Secretary of the Company, be and are hereby severally authorised on behalf of the Company, to sign and execute the necessary documents and applications and to do all such other acts, deeds and things which are necessary to give effect to the above said Resolution and for the matters incidental/connected therewith including authenticating or/and filing the necessary forms/intimations with the regulatory authorities and other concerned authorities (including Registrar of Companies & Reserve Bank of India);

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Director of the Company or Mr. Ankit Kumar Jain, Company Secretary of the Company be and are hereby authorised to issue and authenticate a Certified True Copy of this Resolution wherever required.”

**By Order of the Board of Directors
For Hiranandani Financial Services Private Limited**
(Formerly known as Dobra Finance Private Limited)

Ankit Jain

**Ankit Kumar Jain
Company Secretary
ACS 21893**



Date : January 14, 2020
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
FPJ Marg, Nariman Point,
Mumbai - 400021

Note:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of special business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE PROXY FORM SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 1 HOUR BEFORE THE COMMENCEMENT OF THE EGM.**

Pursuant to the provisions of Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent 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 Member. Further, the proxy holder will be required to carry a valid proof of identity at the EGM.

4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the EGM.
5. The Members who hold shares in dematerialized form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the EGM.
6. The Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act.
7. SINCE THE MEETING IS CALLED AT SHORTER NOTICE, SHORTER NOTICE CONSENT IS ENCLOSED WITH THE NOTICE.
8. **THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING MAINTAINED UNDER SECTION 170 OF THE COMPANIES ACT, 2013 WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE EGM.**
9. **THE DOCUMENTS REFERRED TO IN THE PROPOSED RESOLUTION ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS.**



EXPLANATORY STATEMENT**ANNEXURE TO THE NOTICE UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013:****ITEM NO. 1:****ALTERATION OF OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY:**

The principal business of the Company is to carry on the business of a Non-Banking Financial Company (NBFC) - providing finance to Micro and Small enterprises in India.

The Company proposes to undertake the business or render services of Corporate Agents of the Insurance Companies and to enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of III (A) (2) after the existing III (A) (1) as stated in the Resolution in the notice. Further in order to make the main objects clause of the Memorandum of Association more comprehensive and concise and to include further activities permitted to be undertaken by NBFC from time to time, it is proposed modify the main objects of the Company by adding III (A) (3) and III (A) (4.)

The Board at its meeting held on January 14, 2020 has approved alteration of the MOA and Consent/approval of the Members is therefore sought in connection with the aforesaid alteration, which would be subject to the approval of the Registrar of Companies, Mumbai and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the Registered Office of the Company upto the time of the Meeting. The aforesaid documents are also available for inspection at the EGM.

Your Directors recommend the Resolution for your consideration and approval.

None of the directors of the Company may be considered to be in any way concerned or interested in this Resolution.

The nature of concern or interest, financial or otherwise of:

1. Every Director – No financial interest otherwise than as members;
2. KMP – Not Applicable; and
3. Relatives of Directors – No financial interest.

**By Order of the Board of Directors
For Hiranandani Financial Services Private Limited
(Formerly known as Dobra Finance Private Limited)**

Ankit Jain
**Ankit Kumar Jain
Company Secretary
ACS 21893**



Date : January 14, 2020
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
FPJ Marg, Nariman Point,
Mumbai – 400021

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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 :

DP ID & Client ID :

I/We, being the Member(s) of shares of the above named company, hereby appoint:

- (1) **Name** :,
Address :,
E-mail ID :, or failing him/her
- (2) **Name** :,
Address :,
E-mail ID :, or failing him/her
- (3) **Name** :,
Address :,
E-mail ID :

and whose signature(s) are appended below 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 ("EGM")** of the Company, to be held on **Tuesday, January 14, 2020 at 3.00 P.M.** at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 and at any adjournment thereof in respect of such resolution as are indicated below:

Special Business:

1. Alteration of Objects Clause in the Memorandum of Association of the Company.

Affix
revenue
stamp of
Re.1

Signed this.....day of..... 2020

Signature of Member

.....
Signature of first Proxy
Holder

.....
Signature of second
Proxy Holder

.....
Signature of third
Proxy Holder

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 one hour before the commencement of the EGM.

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(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No. :

DP ID & Client ID :

Name :

Name of Joint Member(s), if any :

Registered Address :

.....

No. of Shares held :

I/We certify that I/We am/are a registered Member(s)/Proxy for the registered Member(s) of the Company.

I/we hereby record my/our presence at the Extra - Ordinary General Meeting of the Company being held on **Tuesday, January 14, 2020 at 3.00 P.M.** at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076.

.....
First / Sole Holder / Proxy
/Authorised Representative

.....
Second Joint Holder / Proxy

.....
Third Joint Holder / Proxy

ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING

The Company is an Unlisted Private Limited Company and its directors are only Members of the Company; hence Route Map is not required.