

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 **Monday, December 23, 2019** 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. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules framed there under, as amended from time to time, the consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 100,00,00,000/- (Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT Clause no. V(A) of the Memorandum of Association of the Company be altered and substituted as under: -

(V) (A). The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT Mr. Harsh S. Hiranandani and Mr. G.S. Lodha, Directors of the Company, 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 to authenticate and file necessary Forms/Intimations with regulatory authorities and other concerned authorities (including Registrar of Companies & Reserve Bank of India);



HFS_EGM Notice | 1

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Director of the Company and 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 Kumar Jain
Company Secretary
ACS 21893**



Date : December 23, 2019
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:**

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Present Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 100,00,00,000 (Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered by passing Special Resolution. The provisions of the Companies Act, 2013, require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for alteration of Capital Clause of the Memorandum of Association of the Company.

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.

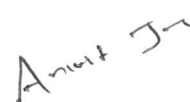
Your Directors recommend the Resolution for your consideration and approval.

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 Kumar Jain
Company Secretary
ACS 21893**



Date : December 23, 2019
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
FPJ Marg, Nariman Point,
Mumbai – 400021

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

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 **Monday, December 23, 2019 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. Increase in Authorised Share Capital and consequent alteration of Memorandum of Association.

Affix
revenue
stamp of
Re.1

Signed this.....day of..... 2019

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.

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

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING – MONDAY, DECEMBER 23, 2019 AT 3.00 P.M.
(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 **Monday, December 23, 2019 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.