

Navarathna Housing Finance Limited

...shelter to all

Corporate Office : Flat No. 3 | First Floor | Aarthi Arcade | No.114, Dr. Radhakrishnan Salai | Mylapore | Chennai-600004.
Tel : 044-2811-3336 | Mob : 98846 58222 | E-mail : nhfchennai@gmail.com | www.navarathnahousing.com

NOTICE is hereby given that the 7th Annual General Meeting of the Members will be held at the Registered Office of the Company at First Floor, 2/102, Third Street, Karpagam Avenue, R. A. Puram, Chennai – 600 028 on Friday, July 29, 2022 at 11.00 A. M. to transact the following business:

AS ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, TOGETHER WITH THE REPORT OF DIRECTORS' AND AUDITORS' THEREON:

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

“RESOLVED THAT the audited financial statements of the company for the financial year ended March 31, 2022, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting, be and are hereby approved and adopted.”

2. TO DECLARE DIVIDEND OF Rs. 0.40/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022:

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

“RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014 and on recommendation of Board of Directors of the Company, dividend of Rs. 0.40/- per Equity Share be and is hereby declared for the Financial Year ended March 31, 2022.”

3. TO APPOINT A DIRECTOR IN PLACE OF MR. CHOKKALINGAM PALANIAPPAN (DIN: 00884596), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Chokkalingam Palaniappan (DIN: 00884596), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”



AS SPECIAL BUSINESS:

4. TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF MR. CHOKKALINGAM PALANIAPPAN (DIN: 00884596), MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any other applicable provisions as amended from time to time, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on recommendation of Nomination and Remuneration Committee, approval of members of the Company be and is hereby accorded for increase in Remuneration to Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousands Only) per month, being Gross Monthly Salary to Mr. Chokkalingam Palaniappan (DIN: 00884596), Managing Director of the Company, with effect from April 1, 2022 as approved by the Board in its Meeting held on June 27, 2022.

RESOLVED FURTHER THAT approval of members of the Company, be and is hereby accorded to the revision in remuneration of Mr. Chokkalingam Palaniappan, Managing Director of the Company, which is in excess of the limits prescribed under Section 197 of Companies Act, 2013 and calculated as per the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the directors of the Company be and are hereby authorized to attend to all statutory and other incidental matters connected with the above resolution, under their digital signature for filing of necessary e-forms with the Ministry of Corporate Affairs."

By Order of the Board
For **NAVARATHNA HOUSING FINANCE LIMITED,**
(CIN: U65922TN2015PLC100156)

CHOKKALINGAM PALANIAPPAN
Managing Director (DIN: 00884596)

Date : June 27, 2022

Place : Chennai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the company not less than 48 hours before the time for the holding of the meeting.



2. Notices / documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address have been registered with the Company. Members who would like to receive such notices / documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register / update their e-mail addresses by sending a request mentioning therein their folio number and e-mail address.
3. The Register of Members and Share Transfer Books will remain closed from July 26, 2022 to July 29, 2022 (both days inclusive). The Company has fixed July 25, 2022 as the "Record Date" for determination of entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting (in case of corporate members only). Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the email ID: nhflheadoffice@gmail.com
5. The final dividend, once approved by the shareholders at the AGM, shall be paid within 30 days from the conclusion of the AGM.
6. As required under the provisions of Section 125 and other applicable provisions of Companies Act, 2013, dividends that remain unpaid / unclaimed for a period of seven years, are to be transferred to the account administered by the Central Government viz: Investor Education and Protection Fund ("IEPF"). Any person claiming to be entitled to the amount transferred to IEPF, may apply to the Investor Education and Protection Fund Authority (IEPF Authority) by submitting an online application in Form IEPF 5 on the website www.iepf.gov.in, along with the fee specified by the IEPF Authority.
7. Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of future dividends directly to the Bank account of the members. Hence members are requested to register their Bank account details (core banking solutions enabled account number, 9 digit MICR code and 11 digit IFSC code) in respect of shares held in dematerialized form with their respective depository participants i.e., the agency where the demat account has been opened and in respect of shares held in physical form with the RTA or at the registered office of the company.
8. Members may send their request for change / updation of Address, Email Address, Nominations:
 - **For Shares held in dematerialized form** – to their respective Depository Participant.
 - **For Shares held in Physical Form** – to the Registrar and Share Transfer Agent (RTA), KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi – 500 032 or at registered office of the company.



Non-resident Indian members are requested to inform, KFin Technologies Limited, the Registrar and Share Transfer Agent (RTA), immediately about:

- Change in the residential status on return to India for permanent settlement
 - Particulars of their bank account maintained in India with complete name, branch, account type, and address of the bank with pin code number, if not furnished earlier.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
10. Attendance Slip, Proxy Form and the route map of the venue of the Meeting are annexed hereto.
11. Pursuant to 1.2.4 of Secretarial Standards 2, the particulars of the venue of the meeting along with the route map is attached with the notice of the meeting.



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4: Increase in Remuneration of Mr. Chokkalingam Palaniappan (DIN: 00884596), Managing Director of the Company:

Members of the company at the Annual General Meeting held on August 31, 2019 had approved the payment of remuneration of Rs. 50,000/- per month with effect from April 1, 2019.

The Nomination and Remuneration Committee of the Company in its meeting held on June 1, 2022 had decided to increase the Remuneration of Mr. Chokkalingam Palaniappan, Managing Director of the Company to Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousands Only) per month, being Gross Monthly Salary and recommended the same to the Board of Directors of the Company.

The Board of Directors of the Company in its meeting held on June 27, 2022 had considered and accepted the recommendation of the Nomination and Remuneration Committee and proposed to the Members for increase in the Remuneration of Mr. Chokkalingam Palaniappan, Managing Director of the Company to Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousands Only) per month, being Gross Monthly Salary, with effect from April 1, 2022 as set out in Item No.4 of this notice.

The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors. He shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Particulars	Amount (Rs.)
Basic	50,000
House Rent Allowance	50,000
Conveyance and Communication	12,500
Bonus	12,500
Gross Salary	1,25,000
PF Deduction	1,800
Net Salary	1,23,200

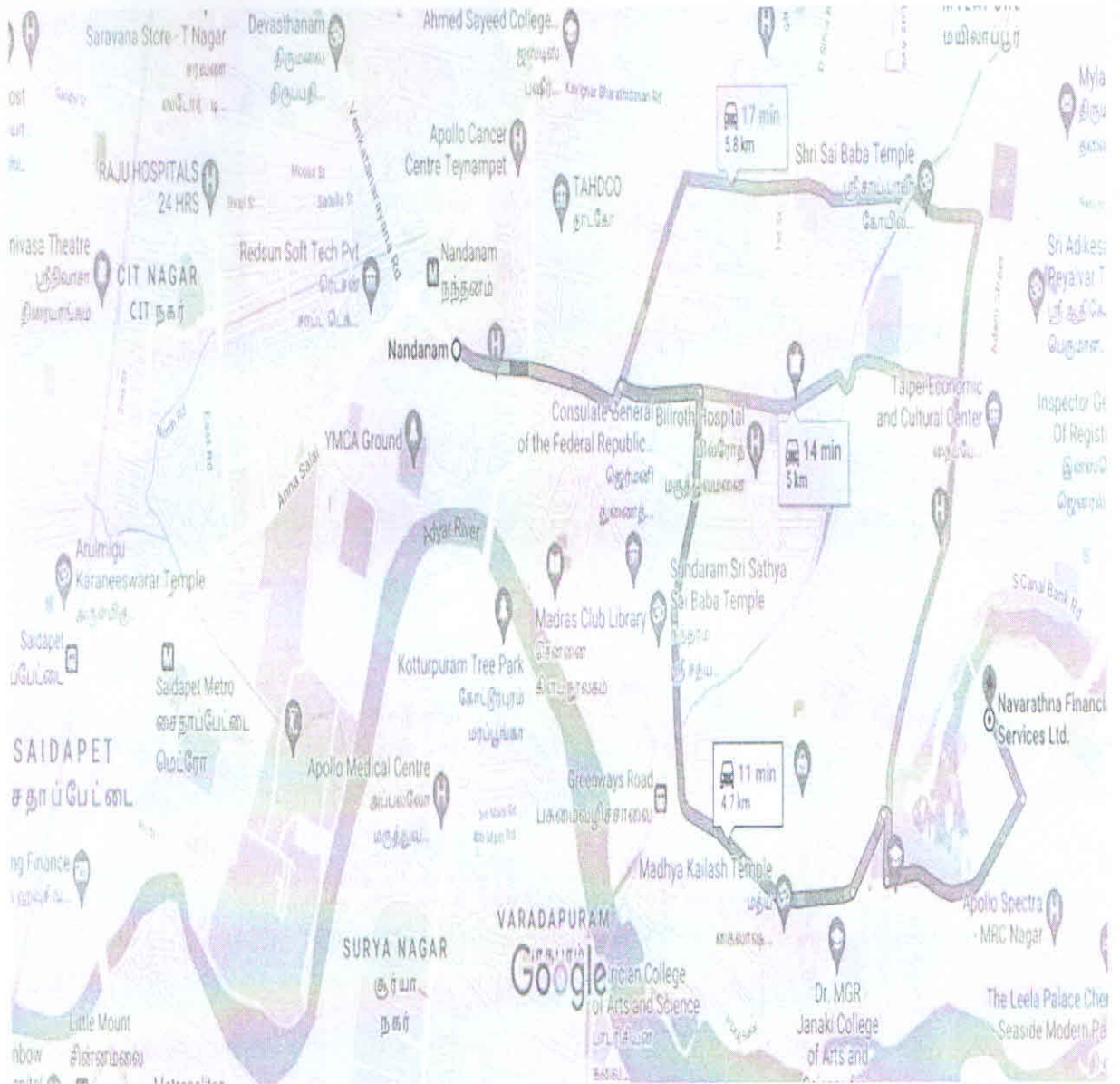
Approval of the Members of the Company is being sought for the aforesaid increase in remuneration which is in excess of the limits prescribed under Section 197 of Companies Act, 2013 and calculated as per the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommend passing of the Resolution at Item No. 4 as a Special Resolution.



Mr. Chokkalingam Palaniappan and his relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise, in Resolution No. 4. Other than the above, none of the other Directors, Key Managerial Personnel of the Company and / or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



ADMISSION SLIP

NAVARATHNA HOUSING FINANCE LIMITED

(CIN: U65922TN2015PLC100156)

Registered Office: First Floor, 2/102, Third Street
Karpagam Avenue, R. A. Puram, Chennai – 600 028.

E-mail ID: md@navarathnahousing.com

Tel: (044) 4202 0942 / 4207 3710

Registered Folio No..... or
DP ID: & Client ID:
Name of the Shareholder.....
Address of the Shareholder.....
No. of Shares held

I / We certify that I am / we are the registered shareholder / proxy for the registered Shareholder of the Company and hereby record my presence at the 7th Annual General Meeting of the Company on Friday, July 29, 2022 at First Floor, 2/102, Third Street, Karpagam Avenue, R. A. Puram, Chennai – 600 028 at 11.00 A. M.

.....
Signature of Member(s) / Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall;
2. Name of the Proxy in BLOCK letters (in case a Proxy attends the meeting);



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: U65922TN2015PLC100156

Name of the Company: **NAVARATHNA HOUSING FINANCE LIMITED**

Registered Office: First Floor, 2/102, Third Street, Karpagam Avenue,
R. A. Puram, Chennai – 600 028.

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio / DP ID - Client ID No.:	

I / We, being the member(s) of shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:, or failing him.....

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 7th Annual general meeting of the company, to be held on the Friday, July 29, 2022 at 11.00 A. M. at First Floor, 2/102, Third Street, Karpagam Avenue, R. A. Puram, Chennai – 600 028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. To Receive, Consider And Adopt The Audited Financial Statements Of The Company for the Financial Year Ended March 31, 2022, together with the report of Directors' and Auditors' Thereon
2. To declare dividend of Rs. 0.40/- per equity share for the financial year ended March 31, 2022:
3. To appoint a director in place of Mr. Chokkalingam Palaniappan (DIN: 00884596), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.



4. To consider and approve increase in remuneration of Mr. Chokkalingam Palaniappan (DIN: 00884596), Managing Director of the company.

Signed this _____ day of _____, 2022.

Signature of shareholder Stamp Signature of Proxy holder(s) Affix revenue stamp

Signature of shareholder(s)

Re. 1
Revenue
Stamp

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.

