

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 Extra-ordinary 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 Wednesday, January 11, 2023 at 4.00 P. M. to transact the following business:

AS SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13 (1) of the Companies Act, 2013 read along with Rules made thereunder and all other applicable provisions as maybe amended from time to time of the Companies Act, 2013 and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each and that Clause 5 of Memorandum of Association be altered accordingly and the Clause 5 be read as follows:

5. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all or any of the aforementioned powers, to any committee of the Board or to one or more directors or officers of the company and to execute all such documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, including filing of necessary forms, returns and give intimation to the Registrar of Companies and to other authorities, to whom an intimation of such amendments is necessary."

By Order of the Board

For NAVARATHNA HOUSING FINANCE LIMITED,
(CIN: U65922TN2015PLC100156)

CHOKKALINGAM PALANIAPPAN
Managing Director (DIN: 00884596)

Date : December 14, 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 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 January 9, 2023 to January 11, 2023 (both days inclusive).
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. 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.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra-ordinary General Meeting is annexed hereto.
 7. Attendance Slip, Proxy Form and the route map of the venue of the Meeting are annexed hereto.
 8. 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:**

As per the RBI Directions, Housing Finance Companies (HFC) should have a minimum Net worth of Rs. 20 Crores. Presently, the HFCs having Net worth of less than Rs. 20 Crores should reach the target on or before March 31, 2023.

As per the unaudited financial statements for the half-year ended September 30, 2022, the Company's Net worth is just above Rs. 19 Crores (with the Paid-up Capital around Rs. 13.81 Crores and Reserves and Surplus around Rs. 5.24 Crores approximately). If the Merger of Navarathna Financial Services Limited is approved and the process of Merger is completed before the targeted date (March 31, 2023), Networth of the Company will range from Rs. 28 Crores to Rs. 29 Crores. Since the process is delayed at NCLT, as an alternative proposal, the Board in its Meeting held on December 14, 2022 proposed to increase Networth by issuing shares on Rights Issue basis in the ratio of 1:10 (One Share for every Ten Equity Shares held).

In order to proceed with further issue, the Company is required to increase the Authorised Share Capital from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore and Fifty lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Pursuant to Section 13 read with 64 (1) (a) of the Companies Act, 2013, consent of the shareholders of the Company is required for the proposal to increase the Authorised Share Capital of the Company.

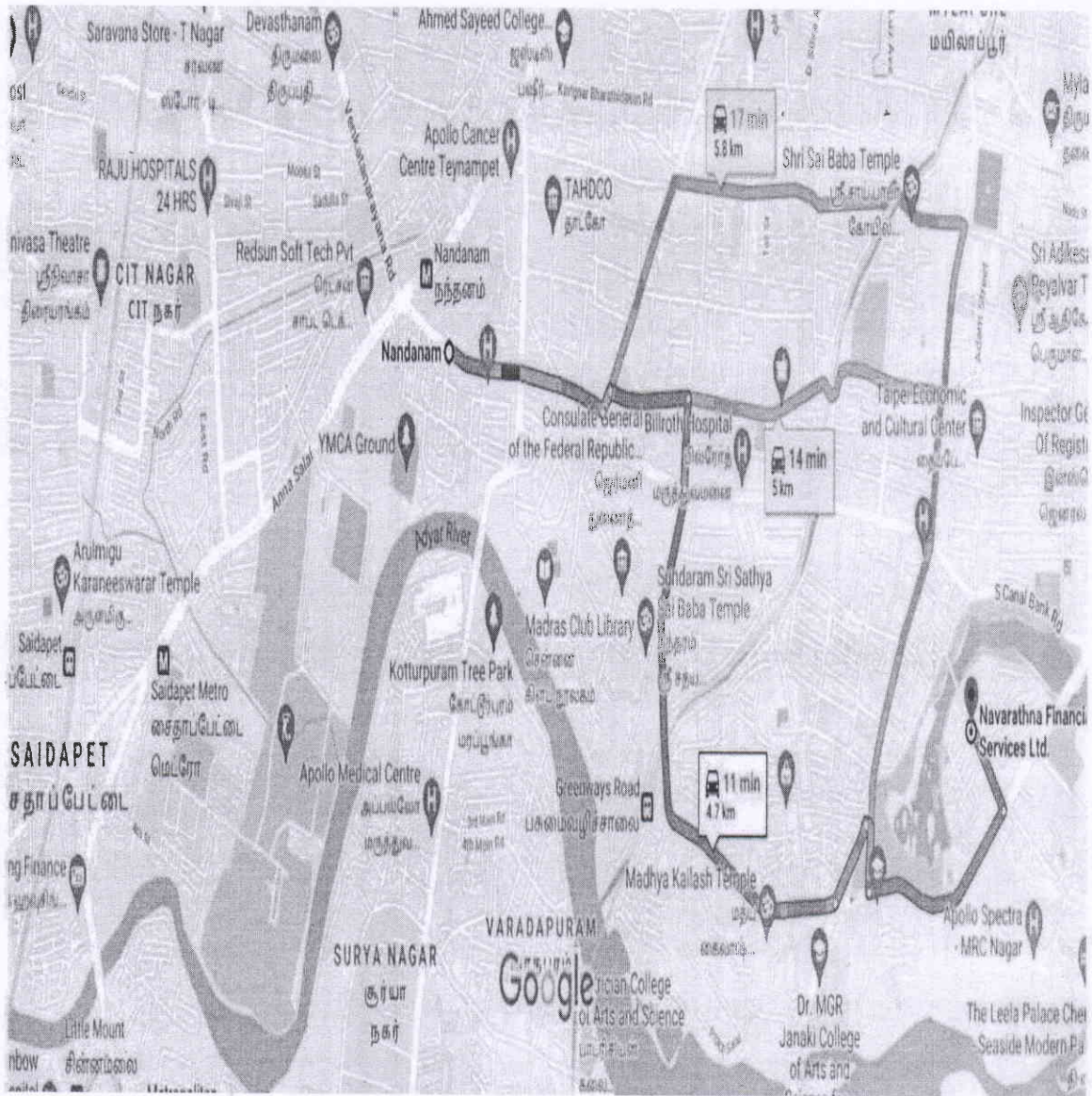
In order to increase the Authorised Share Capital of the Company and to comply with the requirements of the Companies Act, 2013, Clause 5 of the Memorandum of Association of the Company shall be amended.

Approval of Members is being sought for alteration in the Authorised Capital Clause of the Memorandum of Association so as to increase the Authorised Capital of the Company. Accordingly, the Board recommends for approval by the members, the resolution as an Ordinary Resolution.

None of the Directors is concerned or interested in the proposed Resolution.



ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY 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 Extra-ordinary General Meeting of the Company on Wednesday, January 11, 2023 at First Floor, 2/102, Third Street, Karpagam Avenue, R. A. Puram, Chennai - 600 028 at 4.00 P. 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:

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 of the company, to be held on the Wednesday, January
11, 2023 at 4.00 P. 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 resolution(s) as are
indicated below:

Resolution(s):

1. To Increase the Authorised Share Capital of the Company and Alter the Capital Clause
of Memorandum of Association.

Signed this _____ day of _____, 2022.

Signature of shareholder(s)

Signature of Proxy holder(s)

Re. 1
Revenue
Stamp

**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.**

