

SHORTER NOTICE is hereby given that the **08th (Eighth)** Annual General Meeting of **HN SAFAL INFRA DEVELOPERS PRIVATE LIMITED** will be held at the registered office of the Company at **HN SAFAL House, Beside Circle P Complex, Nr. Prahladnagar Cross Road, S. G. Highway, Ahmedabad-380015, Gujarat** on **Saturday the 23rd September, 2023 at 03.30 p.m.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) the Audited *Standalone Financial Statements* of the Company for the year ended **31st March, 2023** including audited Balance Sheet as at **31st March, 2023**, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
 - (b) the Audited *Consolidated Financial Statements* of the Company for the year ended **31st March, 2023** including audited Balance Sheet as at **31st March, 2023**, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with Report of Auditors thereon.
2. To take note of the appointment of M/s. **G. K. Choksi & Co.** and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the members hereby take note the appointment of M/s. G. K. Choksi & Co., Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 101895W) as Auditors of the Company who were appointed as Statutory Auditor of the company from the conclusion of 07th AGM till the conclusion of 12th AGM of the Company, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors on yearly basis”

SPECIAL BUSINESS:

3. ALTERATION OF ARTICLE 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 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by modifying **Article “43”**, as mentioned below.”*

- (i) *The Board may, whenever it thinks fit, call an extraordinary general meeting.*
- (ii) *The Board shall, on receipt of a due requisition in terms of Section 100 of the Companies Act, 2013, call an Extra Ordinary General Meeting with in the specified period and manner and on the failure of the Board of Directors to do so, the said Extra Ordinary General Meeting may be called and held by the Requisitionists themselves*

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with in a period of three months from the date of requisition.

- (iii) *The General Meeting(s) may be convened in accordance with the provisions of Section 101 of the Companies Act, 2013 with due notice of 7 days or shorter notice and the said notice shall be circulated to all concerned including every Director as well as the Statutory Auditors of the Company either:-*
- (a) *Through physical mode by hand or by way of registered post or speed post; OR*
- (b) *Through electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.*
- (iv) *The Annual General Meeting shall be called and held during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.*
“National Holiday” means and includes a day declared as National Holiday by the Central Government.
- (v) *An Extra Ordinary General Meeting of the Company, other than the wholly owned subsidiary of a Company incorporated outside India, shall be called and held at any place in India and at any time and day, as may be deemed fit by the Board of Directors of the Company keeping in view the interest of the Company. Furthermore an Extra Ordinary General Meeting as may be convened and held by the requisitionists shall only be held at the Registered Office of the Company.*
- (a) *The Company being a private limited Company shall not be required to circulate any explanatory statement along with notice of its General Meeting, wherein any special business is proposed to be dealt with.*
- (b) *Where by any provision contained in this Act or in the Articles of a Company, a special notice is required of any resolution, notice of the intention to move such resolution shall be given to the company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up and the company shall give its members notice of the resolution in such manner as may be prescribed.*

“RESOLVED FURTHER THAT Directors of the Company be and are hereby **severally** authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

4. APPROVAL TO MAKE LOAN(S) AND TO GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN TERMS OF SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to give assent/ dissent to the following resolution as a special resolution:

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the

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time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial, fit and in the interest of the Company, subject, however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body(ies) corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time, **Rs.1000 Crores (Rupees One Thousand Crores only)** over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s) including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s), do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or any other person as it may deem fit subject to the provision of the Act."

5. TO AUTHORISE BOARD OF DIRECTORS U/S 185 OF THE COMPANIES ACT, 2013:

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

"RESOLVED FURTHER THAT pursuant to Section 185 of the Act read with section 186 of Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force), the consent by way of special resolution of members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to give/advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by **HN Safal Real Estate Private Limited (Earlier known as Harshraj Real Estate Private Limited)**, a group Company, in which the directors of the Company are interested in terms of Section 185 of the Act, upto a limit not exceeding Rs. 100 Crores (Rupees One Hundred Crores only), in one or more tranches, for the principal business activities of the said company, on such terms and conditions as the Board may consider fit and proper."

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“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify, negotiate, finalise the terms and conditions applicable for the aforesaid loan and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and on behalf of the Board of-
HN Safal Infra Developers Private Limited**

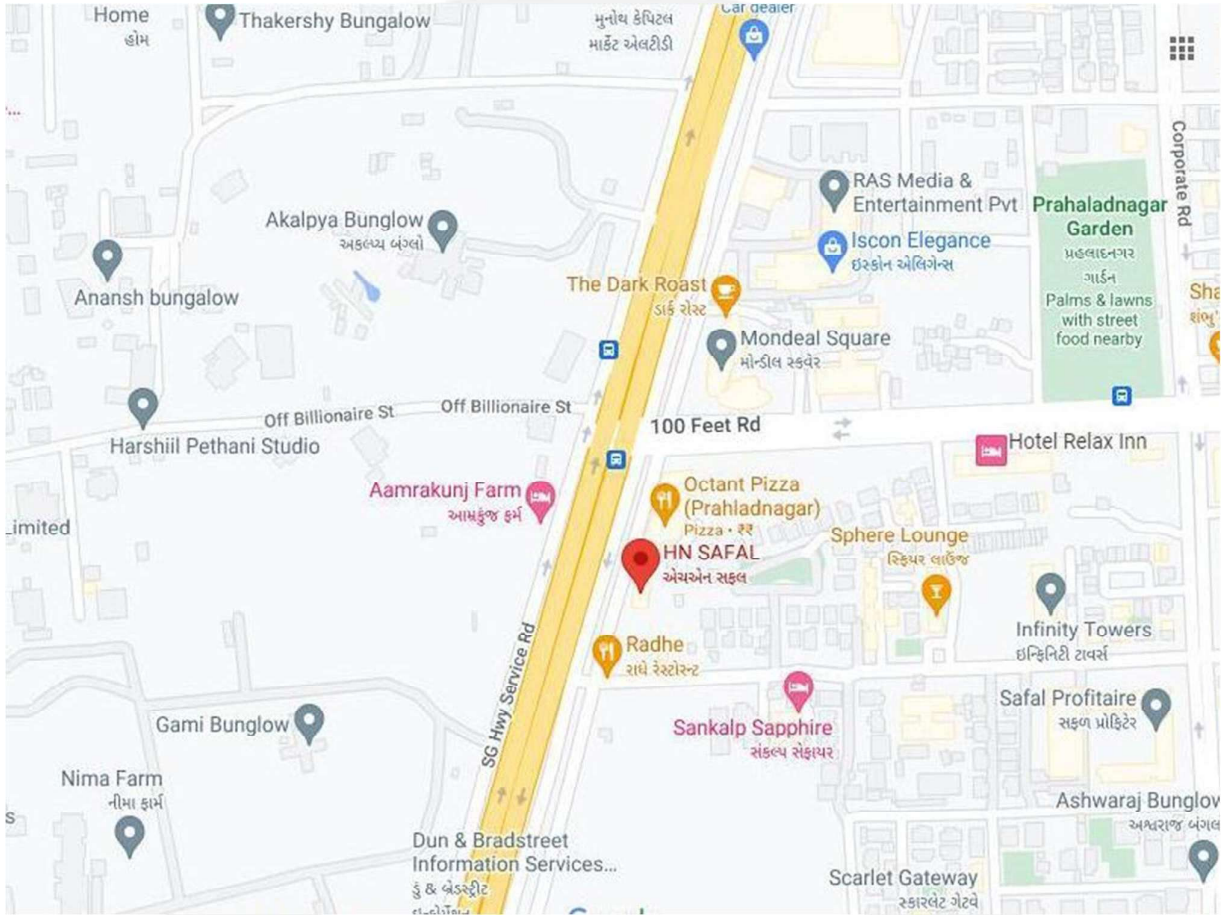
Ahmedabad, September 21st 2023

**Sd/-
Kinjal Parikh
Company Secretary
[Mem No.: A26351]**

Important notes:

1. *Since the Company has only two Members and the present Articles of Association stipulates attendance of two members in person for constituting the valid Quorum as provided in section 103 (1)(b) hence, the provisions relating to proxy is not applicable.*
2. *Members should sign the Attendance slip/ Attendance Register for attending the Meeting.*
3. *The Statutory Registers of the Company, namely Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection at the venue of the ensuing Annual General Meeting scheduled to be held on Saturday the 23rd September, 2023 from 9:00 A.M. till the conclusion of the Meeting.*
4. *The route map to the venue of the Meeting is enclosed herewith and forms an integral part of the Notice and Circle P Complex is a prominent location near the venue of the Meeting.*
5. *The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos.3 to 5 is annexed herewith.*

ROUTE MAP FOR THE VENUE OF THE 08TH ANNUAL GENERAL MEETING OF HN SAFAL INFRA DEVELOPERS PRIVATE LIMITED TO BE HELD ON SATURDAY THE 23RD SEPTEMBER, 2023 AT 03.30 P.M. AT HN SAFAL HOUSE, BESIDE CIRCLE P COMPLEX, NR. PRAHLAD NAGAR CROSS ROAD, S.G.HIGHWAY, AHMEDABAD- 380015 (GUJARAT)



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013 TO THE SPECIAL RESOLUTION TO BE PASSED BY THE MEMBERS AT ANNUAL GENERAL MEETING TO BE HELD ON SATURDAY, THE 23RD DAY OF SEPTEMBER, 2023 AT 03:30 PM AT THE REGISTERED OFFICE OF THE COMPANY

ITEM NO.: 3

The Directors draw attention of the members of the Company that the Section 101 of the Companies Act, 2013 provides for the Length of Notice calling General Meetings of the Companies. Further, that this section applies to a private company unless its articles provide otherwise. Private Companies are given exemption by the notification no. G.S.R. 464 (E) dated 05.06.2015. Hence, the articles of the private company may exclude the applicability of this section and make its own regulations as regards the notice of a meeting.

For ease of doing business the Directors propose to change the Notice period of General Meetings to 7 days which requires to change / modification of the Article No. 43 of the Company and its relevant matters. The Change in Articles of Association requires the consent of the members of the Company.

The Board therefore recommends the resolution for acceptance by the Members as it would serve the long term interests of the Company and the Shareholders.

None of the Directors, Manager, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO.:4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In future, whenever requirements arise, based on decisions of the Board of directors of the Company taken in the interest of the Company, to enable the Board of Directors to make such loans /give guarantee or provide security or make investments without violating section 186(2) of the Act, it is proposed to obtain the prior consent of the members by special resolution. Hence, the Board of Directors seeks the consent of the members under section 186(2) of the Act.

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In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 1000 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.:5

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

Further, HN Safal Real Estate Private Limited, a private company in which directors of the Company are interested (as defined in section 185 of the Act) has requested the Company to give loan for the purpose of their business. Pursuant to Section 185(2) of the Act, consent of the members of the Company by way of a special resolution is required for providing the said Loan to HN Safal Real Estate Private Limited. Accordingly, the Board of Directors of your Company seeks consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding. Except that none of the directors and key managerial personnel of the Company including their relatives are, in any way, financially or otherwise, concerned or interested in the said resolution.

Ahmedabad, September 21st 2023

For and on behalf of the Board of-
HN Safal Infra Developers Private Limited

Sd/-
Kinjal Parikh
Company Secretary
[Mem No.: A26351]

ATTENDANCE SLIP

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.		No. of Shares	
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Name of the Shareholder	
Address of the Shareholder	

I hereby record my presence at the **08th Annual General Meeting** of the Members of **HN SAFAL INFRA DEVELOPERS PRIVATE LIMITED** for the Financial Year 2022-23 held on **Saturday the 23rd September, 2023** at HN Safal House, Beside Circle P Complex, Nr. Prahlad Nagar Cross Road, S.G. Highway, Ahmedabad 380015, Gujarat at 03:30 p.m.

Signature of the Member/ Authorized Representative

Notes:

1. Members are requested to produce the above attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the Meeting.
2. Members are informed that no duplicate attendance slips will be issued at the hall