

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of Members of Apex Home Finance Limited (“the Company”) will be held on Thursday, the 30th day of August, 2018 at 4.00 P.M. at L-2, Green Park Extension, New Delhi-110016, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone Financial Statements of the Company comprising of Balance Sheet at March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018 together with Notes and the Reports of the Board of Directors and the Auditors thereon, laid before this meeting, be and are hereby considered and adopted.”

ITEM NO. 2: RE-APPOINTMENT OF SH. SANDEEP SINGH, DIRECTOR (DIN-02767062), WHO RETIRES BY ROTATION:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Section 152 of the Companies Act, 2013, Sh. Sandeep Singh, (DIN-02767062), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO. 3: CHANGE OF NAME OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Stock Exchange and other appropriate authority and subject to such terms, conditions, amendments or modifications as may be imposed by above said statutory authorities, consent of the Members of the Company be and is hereby accorded to change the name of the Company from “**Apex Home Finance Limited**” to “**Apex Capital and Finance Limited**” or any other name as may be approved by the above said statutory authorities.

RESOLVED FURTHER THAT the Name Clause being Clause I of the Memorandum of Association of the Company be substituted and / or be altered as per the name approved by the above said statutory authorities.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company as may be approved by the above said statutory authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorised to accept any other name as may be approved by the above said statutory authorities and accordingly change in the name of the Company without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps, to sign and submit necessary deed(s) and document(s), to represent before the above said statutory authorities, to delegate their powers to the consultants/officers of the Company and to do all such acts, things, deeds, and matters, which are necessary and incidental to give effect to the aforesaid resolution.”

**By order of the Board
For Apex Home Finance Limited**

**(Shekhar Singh)
Managing Director
DIN-00039567**

**Date: 25.05.2018
Place: New Delhi**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that 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 shareholder.
3. Proxies in order to be effective must be received in the prescribed form at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting.
4. Proxies submitted on behalf of bodies corporate, trusts, etc. must be supported by appropriate resolution/authority, as applicable.
5. A Proxy form for the Annual General Meeting is enclosed along with this notice.
6. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the AGM.
7. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. The relevant records and documents connected with the businesses set out in the notice are available for inspection at the Registered office of the Company between 12.00 Noon and 3.00 P. M. on all working days up to the day of the Annual General meeting.
10. Explanatory Statements in respect of Special Business as per Section 102 of Companies Act, 2013 are annexed here to.
11. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.
12. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th August, 2018 to Thursday, the 30th day of August, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
13. The Company's Registrar and Transfer Agents for its share registry (both, physical as well as electronic) is M/s Skyline Financial Services Private Limited having its office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020.
14. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintain their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Skyline Financial Services Private Limited.

15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report 2018 will also be available on the Company's website www.apexfinancials.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at contact@apexfinancials.in.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agents.
17. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
20. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
21. Notice of the Meeting and the Annual Report for FY 2017-18 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2017-18 are being sent in the permitted mode.
22. Voting through electronic means
 - i) In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - ii) The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting
 - iii) Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.
 - iv) The remote e-voting period commences at 09.00 a.m. on Monday, 27th August, 2018 and ends at 5:00 p.m. on Wednesday, 29th August, 2018. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 24th August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - v) The process and manner for remote e-voting are as under:
 - A. Members having valid email IDs in Folio/DP ID-CL ID shall receive an email from NSDL with link for accessing Annual Report of Apex Home Finance Limited. Kindly follow the following procedure for remote e-voting.

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Apex Home Finance Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to acecorporate.india@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or who have requested physical copy]
- (i) Initial password is provided on the Admission Slip-cum-Proxy Form of the Annual General Meeting: EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and Remote e-voting User Manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free No.: 1800-222- 990.
 - (vii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - (viii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 24th August, 2018
 - (ix) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 24th August, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company Secretary and Compliance Officer, Apex Home Finance Limited, L-5&6, Green Park Extension, New Delhi-110016.
 - (x) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- (xi) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (xii) M/s S. Behera & Co., Company Secretaries, (Membership No. 8428) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xiii) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
- (xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xv) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apexfinancials.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 3

Your Directors have pleasure to inform you that, your Company is now listed at BSE Limited. Further the current name of the Company i.e Apex Home Finance Limited, sends the impression to the public at large that, the Company is engaged in the Housing Finance business only. However, the Company is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India and has not obtained any certificate from National Housing Bank to carry on the business of Housing Finance. In order to avoid any ambiguity among the stakeholders and public at large, it is desired to change the name of the Company, subject to various regulatory approvals. Therefore keeping in view of the aforesaid reason, the name of the Company is desirable to be changed from "Apex Home Finance Limited" to "Apex Capital and Finance Limited" or any other name as may be available and approved by the Ministry of Corporate Affairs and Other statutory authorities in tune with the nature of the business.

Pursuant to the provisions of the Companies Act, 2013, the approval of Shareholders is required to change the name and consequently to alter the Memorandum of Association and Articles of Association of the Company by passing the Special Resolution. Hence the resolution at Item No. 3 is proposed before the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of shares, if any, held by them in the Company.

**By order of the Board
For Apex Home Finance Limited**

**Date: 25.05.2018
Place: New Delhi**

**(Shekhar Singh)
Managing Director
DIN-00039567**

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF REGULARISATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of the Director	Sh. Sandeep Singh
Date of Birth	23 rd November, 1983
Age	34 Years
Date of First Appointment	1 st September, 2017
Expertise in specific Functional Areas	He has 12 years of experience in the field of Leasing & financial services and real estate industry.
Number of shares held in the Company	Nil
Qualification	Graduate, MBA
Name of other Listed Companies in which Directorship held	Nil
Membership of the other Committees of the Board of Companies in which he/she is a Director	Member in Stakeholder Relationship Committee of Apex Home Finance Limited.
No. of Meetings of the Board attended during the Financial Year 2017-18	3
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not having any relationship with any Director, Manager and other Key Managerial Personnel of the Company