

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Eighth Annual General Meeting** of the Members of **Ashimara Housing Private Limited** (the "Company") will be held on **Monday, 09th September, 2024** through other audio-visual means at **02:00 P.M. (IST)** at the deemed venue of the meeting at Registered office of the Company situated at First Floor, Plot No. 221, Okhla Industrial Estate Phase III, New Delhi – 110020 transact the following business:

ORDINARY BUSINESS:

- 1. TO CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY COMPRISING OF BALANCE SHEET AS AT 31ST MARCH, 2024, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH CASH FLOW STATEMENT AND NOTES TO ACCOUNTS REFERRED THEREIN, THE AUDITORS' REPORT THEREON AND THE DIRECTORS' REPORT THERETO**

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

“RESOLVED THAT the Standalone and Consolidated Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31st March, 2024, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statements and Notes to accounts referred therein, the Auditors' Report thereon and the Directors' Report thereto, as circulated to the Members, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

- 2. RAISING OF FUNDS BY WAY OF UNSECURED DEPOSITS FROM MEMBERS**

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 73, Section 179(3)(d) read with other applicable provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (including any amendment therein or re-enactment thereof, if any), consent of the Members of the Company be and is hereby accorded to invite and accept deposits from its Member(s) subject to the maximum amount aggregating upto Rs. 5,00,00,000/- (Rupees Five Crore only), not exceeding 100% of the paid-up capital, free reserves and securities premium as per the audited Balance Sheet as on 31st March, 2024;

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to approve the Deposit draft offer letter, as placed at the meeting;

RESOLVED FURTHER THAT Ms. Nidhi Kumra and Ms. Shubha Lal, the Whole-Time Directors of the Company be and are hereby severally authorized to finalize Offer period, propose/make/agree to any modification(s) in the offer document in the interest of the Company, sign and issue the Deposit Offer Letter to the Member(s) of the Company, furnish to the Depositor or his agent a receipt for the amount received, authenticate the entries made in the register of Deposits, refund the deposits on maturity, prepayment or otherwise and to do all such acts, matters, deeds and things as may be required, necessary, expedient or desirable;

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such other act(s), thing(s), and deed(s), as may be required or deemed necessary in this regard for the purpose of giving effect to this resolution including but not limited to filing the requisite e-Form(s) with the Registrar of Companies.”

ASHIMARA HOUSING PRIVATE LIMITED

CIN: U70200DL2016PTC300960

Regd. Office: First Floor, Plot No. 221, Okhla Industrial Estate Phase III,
New Delhi - 110020

Tel: 011-66481090

Website: www.your-space.in Email: info@your-space.in

3. TO APPOINT MR. AJAY KUMAR GUPTA AS AN INVESTOR DIRECTOR OF THE COMPANY

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 Section 152 of the Companies Act, 2013, read with Rule 8 and Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of **Mr. Ajay Kumar Gupta**, holding **DIN: 00532308**, as a Non-Executive Director of the Company with effect from **09th September, 2024**;

RESOLVED FURTHER THAT Mr. Ajay Kumar Gupta shall act as an Investor Director pursuant to Clause 4.2.3 of the Amended and Restated Shareholders' Agreement dated 26th December, 2021;

RESOLVED FURTHER THAT the Whole-Time Directors of the Company be and are hereby severally authorized to sign and file e-Form DIR-12 along with such other forms/ documents with the Registrar of Companies and to make necessary entries in the Registers of Directors and Key Managerial Personnel of the Company and complete all other formalities in relation to appointment of **Mr. Ajay Kumar Gupta** as an Investor Director on the Board of the Company.”

By the Order of the Board
For Ashimara Housing Private Limited


Nidhi Kumra
Whole time Director and CEO
DIN: 07601214
Address: R-635, New Rajinder Nagar, Delhi-110060

Date: 14.08.2024

Place: Mumbai

NOTES:

A. AVAILABILITY OF VIDEO CONFERENCE FACILITY

1. The Ministry of Corporate Affairs (“MCA”) vide General Circular no. 20/2020 dated 05th May, 2020; General Circular no. 02/2022 dated 05th May, 2022, General Circular no. 10/2022 dated 28th December, 2022 (MCA Circulars”) and General Circular No. 09/2023 dated 25th September, 2023, has now allowed Companies to convene AGMs on or before 30th September, 2024, through Video Conferencing (VC) or Other Audio Visual Mode (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through OAVM.
2. In view of the clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated 15th April, 2020, the Company will hold the AGM through OAVM, without the physical presence of the Members. In view of the directions from MCA, the Meeting is being convened through OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at the Registered Office of the Company. Hence, no route map is being attached to this Notice.
3. The facility of participation through OAVM is available to all Members without any restriction.
4. **AS THE MEETING IS BEING HELD VIA OAVM AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
5. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting and shall be closed after the expiry of 15 minutes of the scheduled time
6. Attendance of members present through OAVM shall be counted for the purpose of reckoning quorum under Section 103 and Section 113 of the Companies Act,2013
7. Mr. K.R. Kamath, Chairman of the Board will preside as Chairman of the meeting. In the event he is not present within fifteen minutes after the time appointed for holding the Meeting, the Chairman will be appointed as under:
 - (a) the Directors present at the Meeting shall elect one of themselves to be the Chairman of the Meeting;
 - (b) If no Director is present within fifteen Minutes after the time appointed for holding the Meeting, or if no Director is willing to take the Chair:
 - The members present shall elect the Chairman on show of hands.
 - By a poll - Members may convey their votes by sending the same on the nk@your-space.in (**Designated email**), when a poll is required to be taken during the meeting on any resolution. Members shall send emails through their email addresses which are registered with the Company.
8. The Members will be allowed to pose questions during the course of the Meeting in regard to the financial statements and other matters. The queries can also be given in advance at nk@your-space.in and kapil.poddar@your-space.in
9. In accordance with the aforementioned circulars, the Notice calling the AGM is available on the website of the Company at www.your-space.in
10. Corporate Member intending to send their authorized representative to attend the Meeting are requested to send to the Company a scanned copy of certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email.
2. Click "Join" to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at **Ms. Nidhi Kumra, Whole-Time Director and CEO** of the Company at **+91-8879500970** or email at nk@your-space.in, to receive a response.

Members desiring any assistance relating to joining the meeting are requested to write to us at least 2 working days before the meeting to enable us to assist you effectively.

By the Order of the Board
For Ashimara Housing Private Limited



Nidhi Kumra
Whole-Time Director and CEO
DIN: 07601214
Address: R-635, New Rajinder Nagar, Delhi-110060

Date: 14.08.2024

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

2. RAISING OF FUNDS BY WAY OF UNSECURED DEPOSITS FROM MEMBERS

The Board of Directors at their meeting held on 11th July, 2024 has approved and recommended the invitation and acceptance of unsecured Deposits from the Members of the Company pursuant to Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 to meet medium-term financial requirements of the Company.

The terms for accepting these Deposits, are as mentioned below:

S.No.	Particulars	Details
1.	Deposit amount	Rs. 5,00,00,000/- (Rupees Five Crore only)
2.	Nature	Unsecured
3.	Purpose	to fulfil the Company's working capital needs
4.	Tenure	27 months
5.	Rate of Interest	12% per annum
6.	Repayment	The principal will be repaid in two equal instalments, along with interest at 12% per annum. The first repayment will be after 15 months from the disbursement date and 2nd repayment will be after 12 months from the 1st repayment due date.

The draft Offer Letter for Acceptance of Deposit is attached herewith as Annexure-1, for consideration of Members.

In compliance with the above provisions of the Act and the Rules, the Company is required to obtain approval of its Members for acceptance of Deposits by way of an Ordinary Resolution as per proposed in item no. 2 above.

None of the Director of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

3. TO APPOINT MR. AJAY KUMAR GUPTA AS DIRECTOR OF THE COMPANY

The Board of Directors of the Company vide resolution passed in the Meeting of the Board of Directors of the Company held on **13th August, 2024**, has proposed to appoint **Mr. Ajay Kumar Gupta** as an Investor Director **[00532308]** of the Company w.e.f. **09th September, 2024**, pursuant to the provisions Section 152 of the Companies Act, 2013 read with Rule 8 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company and Clause 4.2.3 of the Amended and Restated Shareholders' Agreement dated 26th December, 2021.

The Board recommends the ordinary resolution in relation to appointment of **Mr. Ajay Kumar Gupta** as an Investor Director of the Company for the approval of the Members of the Company.

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Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

S. No.	Particulars	Details
1.	Age	59 years
2.	Qualification	Graduate
3.	Experience	40+ years of experience in the field of Advertising, Consulting and FMCG businesses. Promoter of Capital Foods Private Limited having Brands Chings, Smith & Jones with Domestic and Global exposure
4.	Terms and conditions of appointment	As per the proposed resolution of appointment
5.	Remuneration	Nil
6.	Last drawn remuneration	Nil
7.	Date of first appointment on the Board	Not Applicable
8.	Shareholding in the Company	96,060 equity shares (for Ajax Capital)
9.	Relationship with other Directors/ Managers and KMP's	Nil
10.	Number of meetings attended during the year.	Not Applicable
11.	Other Directorships, Memberships/ Chairmanships of Committees of the Board	As per Form MBP-1 annexed with the AGM notice as <u>Annexure-2</u>

None of the Director of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

**By the Order of the Board
For Ashimara Housing Private Limited**



Nidhi Kumra
Whole-Time Director and CEO
DIN: 07601214
Address: R-635, New Rajinder Nagar, Delhi-110060

Date: 14.08.2024
Place: Mumbai