

## NOTICE

**NOTICE** is hereby given that the 23rd Annual General Meeting of the members of **India Shelter Finance Corporation Limited** will be held on September 29, 2021 at the Registered Office of the Company situated at, 6th Floor, Plot No.15 Institutional Area, Sector 44, Gurgaon, Haryana-122002 at 11.00 A.M, to transact the following business:

### **ORDINARY BUSINESS**

1. To consider, and if thought fit to pass with or without modifications, the following resolution, for approving financial statements together with Board of Directors Report and Auditors Report for year ended with March 31, 2021 as an ordinary resolution:

**“RESOLVED THAT** Audited Financial Statements of the Company for the Financial Year ended on March 31, 2021, the reports of the Board of Directors and Auditors be read, considered and adopted.”

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2. To consider, and if thought fit to pass with or without modifications, the following resolution for re-appointment of Director retiring by rotation, as an ordinary resolution:

**“RESOLVED THAT** Mr. Sumir Chadha (DIN: 00040789), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Nominee Director of the Company.”

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3. To consider, and if thought fit to pass with or without modifications, the following resolution for appointment of Ms. Rachna Dikshit (DIN:08759332) as an Independent Director of the Company, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to the appointment of Ms. Rachna Dikshit (DIN:08759332) as Independent Director of the Company effective February 12, 2021 for a period of One year.”

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4. To consider, and if thought fit to pass with or without modifications, the following resolution for appointment of T R Chadha & Co., LLP, Chartered Accountants (FRN:006711N/N500028) as New Statutory Auditors of the company, as an Ordinary Resolution:

**“Resolved THAT** considering the guidelines issued by Reserve Bank of India with reference to para 8.3 of the RBI Guidelines for Appointment of Statutory Auditors circular no. RBI/2021-22/25 dated April 27, 2021, existing statutory auditors M/s Walker and Chandiook & Co., LLP are not eligible to continue as statutory auditors of the Company and has tendered resignation via letter dated August 28, 2021 which also resulted into the situation of casual vacancy in terms of the provisions of section 139(8) of the Companies Act, 2013.

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, and and RBI guidelines dated April 27, 2021 and other relevant provisions including any statutory enactment or modification thereof, T R Chadha & Co., LLP, Chartered Accountants (FRN: 006711N/N500028), from whom Consent and Eligibility certificate as per Section 139 & 141 of Companies Act and RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021, has been received, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company, subject to the firms satisfying the eligibility norms each year, on such remuneration including out of pocket expenses, and other expenses as may be mutually agreed by and between the CEO & MD and CFO and the Auditor and rotation of partner will be as per extant regulations.”

Place: Gurugram  
Date: 07.09.2021

**By Order of the Board of Directors**

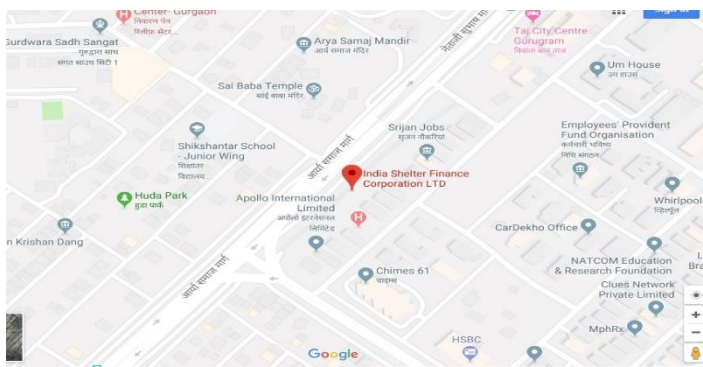


**Mukti Chaplot**  
**Company Secretary**  
**Membership No: 38326**

**NOTES:**

- 1) The relevant Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the special business item numbers 3 and 4 is annexed hereto.
- 2) Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and 10/2021 dated June 23, 2021 (collectively referred to as “MCA Circulars”) SEBI has vide its circular May 12, 2020, permitted convening the EGM through VC / OAVM, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, the provisions of the Act, the company is giving option to members to attend the AGM through VC / OAVM.
- 3) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
- 4) A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
- 5) In pursuance of Section 112 and 113 of the Act, representatives of the Members may be appointed for corporate Members intending to appoint their authorized representatives to attend the meeting and are requested to send to the Company, a scan certified copy of the relevant board resolution together with the specimen signature(s) of the representative(s) who are authorized to attend and vote on their behalf at the AGM.
- 6) The route map of the venue of the Meeting is as below:

6th Floor, Plot 15, Institutional Area, Sector 44, Near Huda metro station, Sector 45, Gurugram, Haryana 122002.



- 7) In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at [www.indiashelter.in](http://www.indiashelter.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- 8) For receiving all communication (including Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company's RTA with details of folio number and attaching a self-attested copy of PAN card at [info@skylinerta.in](mailto:info@skylinerta.in).
- b) Members holding shares in dematerialised mode are requested to register / update their e-mail addresses with the relevant Depository Participant.
9. Members may attend through VC/OAVM through the following link:
- [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ODA2ZmNjMjEtNTEyNS00ZjA4LTk4ZWltZjc2ZjRIYTc3ZjEx%40thread.v2/0?context=%7b%22Tid%22%3a%2240c38e7e-7a74-4a92-aa6e-5cb451ab6db7%22%2c%22Oid%22%3a%22265c62a5-f6ca-425d-bee9-889167901258%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ODA2ZmNjMjEtNTEyNS00ZjA4LTk4ZWltZjc2ZjRIYTc3ZjEx%40thread.v2/0?context=%7b%22Tid%22%3a%2240c38e7e-7a74-4a92-aa6e-5cb451ab6db7%22%2c%22Oid%22%3a%22265c62a5-f6ca-425d-bee9-889167901258%22%7d)
10. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
11. Attendance of Members participating in the 23<sup>rd</sup> AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Voting instructions

**❖ INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) During the meeting held through VC/OAVM, where a poll is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said email

shall only be sent to the email id “mukti.chaplot@indiashelter.in” in the following format:

Agenda/Resolution No.	Vote (Strike off whichever is not applicable)
1	Yes/No
2	Yes/No
3	Yes/No
4	Yes/No

- (ii) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further Members will be required to allow Camera. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or Lan connection to mitigate any kind of aforesaid glitches.
- (iv) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [mukti.chaplot@indiashelter.in](mailto:mukti.chaplot@indiashelter.in). The Members who do not wish to speak during the AGM but have queries may send their queries in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [mukti.chaplot@indiashelter.in](mailto:mukti.chaplot@indiashelter.in). These queries will be replied by the company suitably by email.
- (v) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending AGM & Voting through Emails at designated email address referred above, you may write an email to [mukti.chaplot@indiashelter.in](mailto:mukti.chaplot@indiashelter.in) or contact Ms. Mukti Chaplot (9818712443) or Ms. Khushboo Gupta (7980567364).

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM on the company’s website [www.indiashelter.in](http://www.indiashelter.in) under Policy and Notices section.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [mukti.chaplot@indiashelter.in](mailto:mukti.chaplot@indiashelter.in).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 03**

The members are hereby informed that Ms. Rachna Dikshit (DIN:08759332) was appointed as an Additional (Independent) Director of the Company under section 161 of the Companies Act, 2013 by the Board Of Directors in their meeting held on February 12, 2021 to hold office till the conclusion of the next Annual General Meeting.

The Board considers it advantageous and in the interest of the Company to have. Ms. Rachna Dikshit (DIN:08759332) on the Board as the Independent Director of the Company.

Ms. Rachna Dikshit is a CAIIB, Master's in political science from Allahabad University and Graduation from Lucknow University.

Ms. Rachna Dikshit served Reserve Bank of India for over a period of 33 years in various capacities including Regional Director, Punjab, Haryana and UT Chandigarh, General Manager, Financial Inclusion & Development Department, Chandigarh and New Delhi, General Manager, Department of Banking Regulation, Mumbai Central Office and so on. During her tenure as the Regional Director, she was responsible for all supervisory/operational functions of inter alia banks, NBFCs, and cooperative banks and Chaired the Empowered Committee for MSME and Co-chaired State level Meetings including the SLBC, SLSC and SLCC.

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act. Ms. Rachna Dikshit fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and Ms. Rachna Dikshit is independent of the management.

Accordingly, the Board recommends the resolution for regularization/appointment of Ms. Rachna Dikshit as an Independent Director of the Company for a period of one year with effect from February 12, 2021 and seeks your approval to the said resolution.

Except Ms. Rachna Dikshit, the appointee herself, None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution.

A copy of the letter for appointment of Ms. Rachna Dikshit, as an Independent Director would be available for inspection on the website of the company.



**ITEM NO. 04**

The members are hereby informed that Company has received resignation from existing statutory auditors, M/s Walker and Chandok & Co., LLP, vide letter dated August 28, 2021, pursuant to non-eligibility as per the para 8.3 of the RBI Guidelines for Appointment of Statutory Auditors circular no. RBI/2021-22/25 dated April 27, 2021 thereby creating casual vacancy in terms of the provisions of section 139(8) of the Companies Act, 2013.

The casual vacancy has been filled by the Board Of Directors vide Circular Resolution dated September 01, 2021 , upon recommendation received from the Audit Committee vide Circular Resolution date August 30, 2021 and appointed T R Chadha & Co. LLP, Chartered Accountants as Statutory Auditors of the company to hold office till the conclusion of the 23rd Annual General Meeting. Company has certificate as per Section 139 & 141 of Companies Act and RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021.

Accordingly, the Board recommends the resolution for regularization/appointment of T R Chadha & Co. LLP, Chartered Accountants, as Statutory Auditors of the company for a period of 3 years starting from conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution.

Place: Gurugram  
Date: 07.09.2021

**By Order of the Board of Directors**



**Mukti Chaplot**  
**Company Secretary**  
**Membership No: 38326**

**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:

Name of the company:

Registered office:

Name of the Member (s):

Registered address:

E-mail id:

Folio No. / Client id:

DP ID:

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 ..... Annual general meeting/ Extraordinary general meeting of the company, to be held on the ..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

4.....

**Affix  
Revenue  
Stamp**

Signed this..... day of..... 20....

Signature of shareholder

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.**



**ATTENDANCE SLIP**

Name of the Share holders	Folio no.
No of Shares	Client ID

I / we, hereby record my/ our attendance at the Annual General Meeting on September 29, 2021 at 11.00 A.M. at the registered office of the Company situated at 6<sup>th</sup> Floor, Plot No.15, Sector – 44, Gurgaon, Haryana – 122 002

Signature of Shareholders or Proxy\_\_\_\_\_

E-mail Address\_\_\_\_\_

**Note:** Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the annual report at the meeting