



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting having meeting number EGM/02/2022-23 of the Members of **Brick Eagle Affordable Housing Finance Limited** will be held on Saturday, August 20, 2022 at 12.00 noon at 208B, B Wing, 2nd Floor, Neelam Centre, Hind Cycle Road, Worli, Mumbai – 400 030 and through video conferencing on Zoom to transact the following business:

SPECIAL BUSINESS

1. TO CONSIDER APPROVAL FOR GRANTING OF LOAN, MAKING INVESTMENT OR GIVING GUARANTEE PURSUANT TO SECTION 186.

To Consider and, if thought fit, to pass with or without modification(s); the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, 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”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to give any loan to any person(s) or other body corporate(s) ; and/or to give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and /or to acquire by way of subscription, purchase or otherwise, securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs.100 Cores (Rupees One Hundred Crores Only)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file Form No. MGT-14 with the Registrar within the prescribed time pursuant to Section 117 of the Act read with Rule 24 of the Companies (Management and Administration) Rules, 2014 alongwith the fee as prescribed in the Companies (Registration Offices and Fees) Rules, 2014 and to make & authenticate necessary entries in the Register of loan or investment prepared pursuant to section 186 read with the Rule 12 of the Companies (Meeting of Board and its Power)Rules 2014.

BRICK EAGLE AFFORDABLE HOUSING FINANCE LIMITED

CIN: U65100MH2017PLC297706

208B, B Wing, 2nd Floor, Neelam Centre, Hind Cycle Road, Worli, Mumbai – 400 030

Email ID: hrteam@leaffintech.com | Website: www.leaffintech.com Contact -8928331682



RESOLVED FURTHER THAT for the purpose of giving effect to the above, any the Directors of the Company be and are hereby authorized severally to sign any agreements/ documents and to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution..”

2. TO APPROVE GRANT OF INTER-CORPORATE DEPOSIT TO NEO MARKETS SERVICES PRIVATE LIMITED

To Consider and, if thought fit, to pass with or without modification(s); the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 185 of the Companies Act, 2013, read with the Companies (Meeting of Board and it Powers) Rules, 2014 and such other provisions as may be applicable (including any statutory amendments, modification and re-enactments from time to time), the consent of Members by way of Special Resolution be and is hereby accorded for granting of inter-corporate deposit, in one or more tranches, to Neo Markets Services Private Limited (hereinafter referred to as **“borrowing company”**) up to a sum not exceeding Rs.100 Crores (Rupees One Hundred Crores Only), at any point in time, to be utilized for the principal business activities of the borrowing company, a company in which the Director of the Company is interested.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file Form No. MGT-14 with the Registrar within the prescribed time pursuant to Section 117 of the Act read with Rule 24 of the Companies (Management and Administration) Rules, 2014 alongwith the fee as prescribed in the Companies (Registration Offices and Fees) Rules, 2014 and to make & authenticate necessary entries in the Register maintained for this purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Thanking you,
For **BRICK EAGLE AFFORDABLE HOUSING FINANCE LIMITED**

Ms. Manali Anam
Company Secretary

BRICK EAGLE AFFORDABLE HOUSING FINANCE LIMITED

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Date: August 17, 2022

Place: Mumbai

Registered office -208B, B Wing, 2nd Floor, Neelam Centre,
Hind Cycle Road, Worli, Mumbai – 400 030.

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NOTES:

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out under Item No. 1 and 2 of the above notice is annexed hereto.
2. The EGM can be conducted through Video Conferencing upto December 31, 2022 in terms of Ministry of Corporate Affairs' Circular No. 03/2022 dated May 05, 2022 in continuation to Circular No. 20/2021 dated December 08, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 39/2020 dated December 31, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 22/2020 dated June 15, 2020 read with framework provided in the Circular no. 14/2020 dated April 8, 2020 and Circular no. 17/2020 dated April 13, 2020.
3. Note that this EGM can be attended in person or through video-conferencing -through zoom meeting. The facility of joining the EGM through Zoom Meeting will be provided and will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM. Zoom Link of to attend EGM annexure separately to EGM notice. Voting facility will be provided to Members over Zoom call.
4. Appointment of proxies is not allowed. However, u/s 112 & 113 authorized representatives may be appointed for attending the meeting in terms of Circular No. 14/2020 dated 08/04/2020.
5. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode, they can request same from company secretary.
6. This meeting has been called at shorter notice with the consent of shareholders in pursuance to the Companies Act, 2013, rules made thereunder, and Secretarial Standards issued.
7. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
8. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-EGM.
10. Members who need technical assistance before or during the e-AGM may contact to Company Secretary at Email ID: manali.anam@leaffintech.com.

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ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ITEM NO. 1: TO CONSIDER APPROVAL FOR GRANTING OF LOAN, MAKING INVESTMENT OR GIVING GUARANTEE PURSUANT TO SECTION 186

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide 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, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The limits for the transactions as stated above under the provisions of Section 186(2) of the Act shall be **higher of:**

- a) Sixty percent of paid-up share capital, free reserves and securities premium account
- b) One hundred percent of free reserves and securities premium account

Particulars	Calculation	Amount
60 % of (Paid Up Share Capital + Free Reserves + Securities Premium)	60% [282243100 + (-245558045) + 891079408]	Rs.70,39,93,505
100 % of Paid Up Share Capital + Free Reserves	100% (64,55,21,363)	Rs.64,55,21,363
Limit (Higher of the above)		Rs.70,39,93,505

Considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for increasing said limits upto *Rs. 100 Crores (Rupees One Hundred Crores)*. Hence, the Special Resolution at Item No.1 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No.1 of the accompanying Notice, for Members' approval as a Special resolution.

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None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

ITEM NO. 2: APPROVAL FOR GRANTING LOAN TO NEO MARKETS SERVICES PRIVATE LIMITED AS INTER-CORPORATE DEPOSITS

Pursuant to the provisions of Section 185 of the Companies Act, 2013, no Company, shall directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that – (a) a Special Resolution is passed by the Company (b) the loans are utilised by the borrowing company for its principal business activities.

The Company proposed to grant inter-corporate deposit/ loan (“ICDs”), in one or more tranches, to Neo Markets Services Private Limited (hereinafter referred to as “borrowing company”), up to a sum not exceeding Rs.100 Crores (Rupees One Hundred Crores Only), at any point in time, to be utilized for the principal business activities of Neo Markets Services Private Limited. Mr. Nitin Jain, Promoter Director of the Company expression “any person in whom any of the director of the company is interested” as explained u/s 185 of the Companies Act, 2013.

Accordingly, the proposal is placed before the shareholders for approval, in respect to providing ICDs to borrowing company on the terms and conditions as stipulated below:

Particulars	Details
Name of Borrower	Neo Markets Services Private Limited
Registered Office address of Borrower	903, B Wing, 9th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400013
Business Activity of the Borrower	Sub – broker / Managing Treasury Function
Relation of Borrower with Company	Entity in which Mr. Nitin Jain, Promoter Director of the Company is Interested)
Nature of Deposit	Inter-Corporate Deposits
Amount of Loan (Rs.) not exceeding	100,00,00,000/- (Rupees One Hundred Crores Only)
Rate of Interest (% per annum)	12 % per annum
Tenure (Days)	Upto to 30 Days (Callable at 7 day notice)
Purpose of utilization by Borrower	for the principal business activities
Approving Authority	Members of the Company by way of Special Resolution

Mr. Nitin Jain is interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No.2 of the Notice for approval by the members.

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By order of the Board of Directors.
For **BRICK EAGLE AFFORDABLE HOUSING FINANCE LIMITED**

Ms. Manali Anam
Company Secretary

Date: August 17, 2022
Place: Mumbai

Registered office -208B, B Wing, 2nd Floor, Neelam Centre,
Hind Cycle Road, Worli, Mumbai – 400 030.

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